

Exhibit A

Aparna Yenamandra Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
JOANN INC., <i>et al.</i> , ¹)	Case No. 25-10068 (CTG)
)	
Debtors.)	(Jointly Administered)
)	

**DECLARATION OF APARNA YENAMANDRA IN
SUPPORT OF THE INTERIM FEE APPLICATION OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS
INTERNATIONAL LLP, ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION FOR THE (I) INTERIM FEE PERIOD
FROM JANUARY 15, 2025, THROUGH AND INCLUDING MARCH 31, 2025**

I, Aparna Yenamandra, being duly sworn, state the following under penalty of perjury:

1. I am the president of Aparna Yenamandra P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, “K&E”).² I am one of the lead attorneys from K&E working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

2. I have read the foregoing interim fee application of K&E, attorneys for the Debtors, for the Fee Period (the “Fee Application”). To the best of my knowledge, information and belief,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Bankruptcy Rule 2016-2.

3. In connection therewith, I hereby certify that:
 - a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
 - b) except to the extent disclosed in the Fee Application, the fees and disbursements sought in the Fee Application are billed at rates customarily employed by K&E and generally accepted by K&E's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
 - c) K&E is seeking compensation with respect to the approximately 85.4 hours and \$95,681.50 in fees spent reviewing time records to redact privileged or confidential information;
 - d) in providing a reimbursable expense, K&E does not make a profit on that expense, whether the service is performed by K&E in-house or through a third party;
 - e) in accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 504, no agreement or understanding exists between K&E and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
 - f) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: May 22, 2025

Respectfully submitted,

/s/ Aparna Yenamandra

Aparna Yenamandra
as President of Aparna Yenamandra, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Exhibit B

Retention Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Related Docket Nos. 424, 456 and 538

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JANUARY 15, 2025**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (the “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of Delaware (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Aparna Yenamandra, the president of Aparna Yenamandra, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Yenamandra Declaration”), and the declaration of Ann Aber, Executive

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Vice President, Chief Legal and Human Resources Officer of JOANN Inc. (the “Aber Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Yenamandra Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as Exhibit 1.

3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral;
- g. advising the Debtors in connection with the potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition special purpose retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition special purpose retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to

Kirkland's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. Notwithstanding anything contained in the Application, its exhibits, and/or any supporting filings, including the Engagement Letter, the Debtors' rights to object to interim and/or final allowance of Kirkland's fees are fully reserved under the applicable bankruptcy law and the procedures set forth in the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. [●]].

8. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

9. Kirkland shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

10. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

11. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

12. To the extent the Application, the Yenamandra Declaration, the Aber Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

13. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.



Dated: March 4th, 2025
Wilmington, Delaware

CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

Exhibit C

Engagement Letter

KIRKLAND & ELLIS LLP

Anup Sathy, P.C.
To Call Writer Directly:
+1 312 862 2046
anup.sathy@kirkland.com

333 West Wolf Point Plaza
Chicago, IL 60654
United States

+1 312 862 2000

www.kirkland.com

Facsimile:
+1 312 862 2200

December 20, 2024

Ann Aber
JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Re: Retention to Provide Legal Services

Dear Ms. Aber,

We are very pleased that you have asked us to represent JOANN Inc. and its subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP and its affiliates (collectively, the “Firm,” “we,” “our” or “us”) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and

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miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm a "special purpose retainer" (also known as an "advance payment retainer") as defined in Rule 1.5(d) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$500,000. In addition, Client agrees to provide one or more additional special purpose retainer upon request by the Firm so that the amount of any special purpose retainer remains at or above the Firm's estimated fees and expenses. The Firm may apply the special purpose retainer to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any special purpose retainer is earned by the Firm upon receipt, any special purpose retainer becomes the property of the Firm upon receipt, Client no longer has a property interest in any special purpose retainer upon the Firm's receipt, any special purpose retainer will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any special purpose retainer; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any special purpose retainer held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any special purpose retainer exceeds such fees, expenses, and costs. Client further understands and acknowledges that the use of a special purpose retainer is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the special purpose retainer is in Client's best interests. The fact that Client has provided the Firm with a special purpose retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited

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therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the special purpose retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

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File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

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Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

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It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

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If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

KIRKLAND & ELLIS LLP

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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: Anup Sathy, P.C.
Printed Name: Anup Sathy, P.C.
Title: Partner

Agreed and accepted this 20th of December, 2024

JOANN Inc.

By: Ann Aber
Name: Ann Aber
Title: EVP, Chief Legal & Human Resources
Officer

KIRKLAND & ELLIS LLP

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ADDENDUM: List of Client Subsidiaries

Creative Tech Solutions LLC

Creativebug, LLC

Dittopatterns LLC

JAS Aviation, LLC

JOANN Ditto Holdings Inc.

JOANN Holdings 1, LLC

JOANN Holdings 2, LLC

Jo-Ann Stores Support Center, Inc.

Jo-Ann Stores, LLC

Jo-Ann Trading (Shanghai) Co., Ltd.

joann.com, LLC

Needle Holdings LLC

WeaveUp, Inc.

KIRKLAND & ELLIS LLP**CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES***Effective 01/01/2024*

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - CNY1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls, conference calls, videoconferences or faxes made from K&E LLP's offices.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third-party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Tax Filings:** Clients will be charged a fixed fee for certain tax filings. Our standard charge is \$400 per Form 8832 election; \$250 per Form 83(b) election for the first 20 forms, \$100 per form for any additional forms; \$1,000 each for Form SS-4 (Foreign); \$100 each for Form SS-4 (Domestic); and \$75 for each FIRPTA certificate.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are based on current U.S. charges at an appropriate exchange rate.

Exhibit D

Budget

Budget Plan¹

**(For Matter Categories for the Period Beginning on January 15, 2025,
and Ending on April 15, 2025)**

¹ Pursuant to the *Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 106] the Debtors have prepared and furnished to the Prepetition ABL Agent and the Prepetition FILO Agent a budget report not less than every four weeks unless otherwise agreed to by the Debtors, the Prepetition ABL Agent, and the Prepetition FILO Agent, and variance report every week

Exhibit E

Voluntary Rate Disclosures

- The blended hourly rate for all K&E domestic timekeepers (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the 12-month period beginning on April 1, 2024, and ending on March 31, 2025 (the “Comparable Period”) was, in the aggregate, approximately **\$1,348.95** per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all K&E timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately **\$1,242.93** per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at K&E	Debtor Blended Hourly Rate for This Fee Application	Non-Bankruptcy Blended Hourly Rate
Partner	\$1,810.86	\$1,838.76
Of Counsel	\$1,895.00	\$1,504.28
Retired Partner	-	\$1,634.88
Associate	\$1,182.01	\$1,093.97
Contract Attorney	-	-
Visiting Attorney	-	\$815.28
Law Clerk	-	\$497.75
Paralegal	\$685.00	\$548.28
Junior Paralegal	\$395.00	\$334.70
Support Staff	\$628.73	\$594.45
Attorneys & Paraprofessionals	\$1,242.93	\$1,348.95

¹ It is the nature of K&E’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within K&E’s Restructuring Group. Accordingly, “Non-Bankruptcy Matters” consist of matters for which K&E domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters include time billed by K&E domestic timekeepers who work primarily within K&E’s Restructuring Group.

² K&E calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by K&E domestic timekeepers to the Non-Bankruptcy Matters during the Comparable Period.

³ K&E calculated the blended rate for timekeepers who billed to the Debtors by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

Exhibit F

Summary of Total Fees Incurred and Hours Billed During the Fee Period

Attorney Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Bill Arnault, P.C.	Partner	Litigation - General	2009	\$317,161.00	157.40	N/A	\$2,015.00	\$2,015.00	\$317,161.00
Daniel Lewis, P.C.	Partner	Technology & IP Transactions	2008	\$1,305.00	0.60	N/A	\$2,175.00	\$2,175.00	\$1,305.00
Anup Sathy, P.C.	Partner	Restructuring	1995	\$379,129.50	146.10	N/A	\$2,595.00	\$2,595.00	\$379,129.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	\$28,842.50	13.90	N/A	\$2,075.00	\$2,075.00	\$28,842.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$22,836.00	8.80	N/A	\$2,595.00	\$2,595.00	\$22,836.00
Andy Veit, P.C.	Partner	Corporate - Debt Finance	2010	\$51,547.50	23.70	N/A	\$2,175.00	\$2,175.00	\$51,547.50
Aparna Yenamandra, P.C.	Partner	Restructuring	2013	\$375,259.50	188.10	N/A	\$1,995.00	\$1,995.00	\$375,259.50
Christie M. Alcala	Partner	ECEB - Labor/Employment	2010	\$10,225.00	5.00	N/A	\$2,045.00	\$2,045.00	\$10,225.00
Aulden Burcher-DuPont	Partner	Litigation - General	2014	\$48,406.50	34.70	N/A	\$1,395.00	\$1,395.00	\$48,406.50
Jacob R. Clark	Partner	Real Estate	2017	\$2,760.00	1.60	N/A	\$1,725.00	\$1,725.00	\$2,760.00
Bernadette Coppola	Partner	Technology & IP Transactions	2013	\$690.00	0.40	N/A	\$1,725.00	\$1,725.00	\$690.00
Jake Alexander Ebers	Partner	ECEB - Executive Compensation	2015	\$2,904.00	1.60	N/A	\$1,815.00	\$1,815.00	\$2,904.00
Susan D. Golden	Partner	Restructuring	1988	\$10,590.50	5.90	N/A	\$1,795.00	\$1,795.00	\$10,590.50
John Thomas Goldman	Partner	Real Estate	2002	\$1,147.50	0.50	N/A	\$2,295.00	\$2,295.00	\$1,147.50
Martha K. Harrison	Partner	Litigation - General	1999	\$520.50	0.30	N/A	\$1,735.00	\$1,735.00	\$520.50
Kathleen Vera Kinsella	Partner	Litigation - General	2016	\$188,185.00	123.40	N/A	\$1,525.00	\$1,525.00	\$188,185.00
Mike Kraft	Partner	Litigation - General	2018	\$310,337.50	203.50	N/A	\$1,525.00	\$1,525.00	\$310,337.50
Jeff Michalik	Partner	Restructuring	2017	\$432,188.50	249.10	N/A	\$1,735.00	\$1,735.00	\$432,188.50
Samantha R. Morelli	Partner	Antitrust/Competition	2016	\$5,989.50	3.30	N/A	\$1,815.00	\$1,815.00	\$5,989.50
Peter Ott	Partner	Corporate - Debt Finance	2018	\$18,975.00	11.00	N/A	\$1,725.00	\$1,725.00	\$18,975.00
William T. Pruitt	Partner	Litigation - General	2004	\$2,274.00	1.20	N/A	\$1,895.00	\$1,895.00	\$2,274.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	\$28,834.50	14.10	N/A	\$2,045.00	\$2,045.00	\$28,834.50
Nicholas Warther	Partner	Taxation	2017	\$52,012.50	28.50	N/A	\$1,825.00	\$1,825.00	\$52,012.50

							Hourly Rate Billed		Fees Billed In this
Michael C. Whalen	Partner	Litigation - General	2015	\$416,020.00	272.80	N/A	\$1,525.00	\$1,525.00	\$416,020.00
Jack N. Bernstein	Of Counsel	ECEB - Employee Benefits	1995	\$89,444.00	47.20	N/A	\$1,895.00	\$1,895.00	\$89,444.00
Olivia Acuna	Associate	Restructuring	2021	\$598,452.50	408.50	N/A	\$1,465.00	\$1,465.00	\$598,452.50
Nick Anderson	Associate	Restructuring	2023	\$191,274.00	179.60	N/A	\$1,065.00	\$1,065.00	\$191,274.00
Marcela Barba	Associate	Corporate - Capital Markets	2020	\$14,640.00	9.60	N/A	\$1,525.00	\$1,525.00	\$14,640.00
Ian M. Betts	Associate	Litigation - General	2017	\$210,492.50	156.50	N/A	\$1,345.00	\$1,345.00	\$210,492.50
Lindsey Blumenthal	Associate	Restructuring	2018	\$455,517.50	298.70	N/A	\$1,525.00	\$1,525.00	\$455,517.50
Henry Caldwell	Associate	Litigation - General	2018	\$483,063.50	334.30	N/A	\$1,445.00	\$1,445.00	\$483,063.50
Devon N. Chenelle	Associate	Restructuring	2023	\$155,056.00	176.20	N/A	\$880.00	\$880.00	\$155,056.00
Brigit Crosbie	Associate	Litigation - General	2021	\$248,556.00	184.80	N/A	\$1,345.00	\$1,345.00	\$248,556.00
Chad B. Crowell	Associate	International Trade	2020	\$1,465.00	1.00	N/A	\$1,465.00	\$1,465.00	\$1,465.00
Kaitlan Donahue	Associate	Restructuring	2024	\$200,288.00	227.60	N/A	\$880.00	\$880.00	\$200,288.00
Carlos Estrada	Associate	Litigation - General	2023	\$144,012.50	140.50	N/A	\$1,025.00	\$1,025.00	\$144,012.50
Fredrica George	Associate	Restructuring	2024	\$136,320.00	128.00	N/A	\$1,065.00	\$1,065.00	\$136,320.00
Alex Ingoglia	Associate	Litigation - General	2021	\$327,238.50	243.30	N/A	\$1,345.00	\$1,345.00	\$327,238.50
Liz Ji	Associate	Taxation	2021	\$12,276.00	8.80	N/A	\$1,395.00	\$1,395.00	\$12,276.00
Maggie Kate King	Associate	Technology & IP Transactions	2021	\$2,612.50	1.90	N/A	\$1,375.00	\$1,375.00	\$2,612.50
Alec Klimowicz	Associate	Restructuring	2024	\$211,728.00	240.60	N/A	\$880.00	\$880.00	\$211,728.00
Ben Kovach	Associate	Technology & IP Transactions	2022	\$6,692.00	5.60	N/A	\$1,195.00	\$1,195.00	\$6,692.00
Joshua J. Lustig	Associate	IP Litigation	2023	\$152,110.00	148.40	N/A	\$1,025.00	\$1,025.00	\$152,110.00
Colleen E. Mayer	Associate	ECEB - General	2024	\$14,784.00	16.80	N/A	\$880.00	\$880.00	\$14,784.00
Kelly Meyer	Associate	Restructuring	2023	\$349,320.00	328.00	N/A	\$1,065.00	\$1,065.00	\$349,320.00
Tyler Nappo	Associate	Antitrust/Competition	2025	\$2,288.00	2.60	N/A	\$880.00	\$880.00	\$2,288.00
Dan O'Connor	Associate	Corporate - M&A/Private Equity	2021	\$26,516.50	18.10	N/A	\$1,465.00	\$1,465.00	\$26,516.50
Armando L. Prather	Associate	Litigation - General	2022	\$80,343.00	67.80	N/A	\$1,185.00	\$1,185.00	\$80,343.00
Joshua Raphael	Associate	Restructuring	2023	\$249,157.50	208.50	N/A	\$1,195.00	\$1,195.00	\$249,157.50
Maayan Sachs	Associate	ECEB - Labor/Employment	2022	\$3,704.50	3.10	N/A	\$1,195.00	\$1,195.00	\$3,704.50
Nick Stratman	Associate	Restructuring	2023	\$226,632.00	212.80	N/A	\$1,065.00	\$1,065.00	\$226,632.00
Matt Truedson	Associate	Corporate - Debt Finance	2023	\$23,780.50	19.90	N/A	\$1,195.00	\$1,195.00	\$23,780.50
Kruthi Venkatesh	Associate	Corporate - M&A/Private Equity	2024	\$22,107.50	18.50	N/A	\$1,195.00	\$1,195.00	\$22,107.50
Matt Waldrep	Associate	Restructuring	2021	\$362,324.00	303.20	N/A	\$1,195.00	\$1,195.00	\$362,324.00
Joe Walter	Associate	Litigation - General	2023	\$175,582.50	171.30	N/A	\$1,025.00	\$1,025.00	\$175,582.50

							Hourly Rate Billed		Fees Billed In this
Daniel Z. Weiss	Associate	Corporate - General	2024	\$5,896.00	6.70	N/A	\$880.00	\$880.00	\$5,896.00
Dan Zagoren	Associate	Litigation - General	2014	\$42,423.00	35.80	N/A	\$1,185.00	\$1,185.00	\$42,423.00
Andrew Zhang	Associate	Taxation	2024	\$5,550.00	6.00	N/A	\$925.00	\$925.00	\$5,550.00
Matthew J. Zhu	Associate	Litigation - General	2021	\$109,214.00	81.20	N/A	\$1,345.00	\$1,345.00	\$109,214.00
James Ziemba	Associate	Restructuring	2025	\$167,376.00	190.20	N/A	\$880.00	\$880.00	\$167,376.00
Attorney Totals				\$8,216,379.00	6,127.10				\$8,216,379.00

Paraprofessional Name	Position	Department	Date of Admission	Fees Billed In this Application	Hours Billed In this Application	Number of Rate Increases	Hourly Rate Billed		Fees Billed In this Application at First Interim Application Billing Rate
							In this Application	In the First Interim Application	
Julia F. Burnson	Paralegal	Restructuring	N/A	\$21,440.50	31.30	N/A	\$685.00	\$685.00	\$21,440.50
Robert D. Mason	Paralegal	Corporate - Debt Finance	N/A	\$342.50	0.50	N/A	\$685.00	\$685.00	\$342.50
Rob Soneson	Paralegal	Technology & IP Transactions	N/A	\$17,947.00	26.20	N/A	\$685.00	\$685.00	\$17,947.00
Katherine Chen	Junior Paralegal	Litigation - General	N/A	\$20,856.00	52.80	N/A	\$395.00	\$395.00	\$20,856.00
Christian Mancino	Junior Paralegal	Restructuring	N/A	\$12,561.00	31.80	N/A	\$395.00	\$395.00	\$12,561.00
Matthew Cooper	Conflicts Analyst II	Conflicts Analysis	N/A	\$7,807.00	21.10	N/A	\$370.00	\$370.00	\$7,807.00
Marta Dudyan	Conflicts Analyst II	Conflicts Analysis	N/A	\$17,464.00	47.20	N/A	\$370.00	\$370.00	\$17,464.00
Eric Nyberg	Conflicts Analyst II	Conflicts Analysis	N/A	\$19,906.00	53.80	N/A	\$370.00	\$370.00	\$19,906.00
Kurt J. Wunderlich	Director of Mergers & Acquisitions Clearance	Antitrust/Competition	N/A	\$1,227.00	0.60	N/A	\$2,045.00	\$2,045.00	\$1,227.00
Donna Casas-Silva	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$51,832.00	68.20	N/A	\$760.00	\$760.00	\$51,832.00
Peter Cheung	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$17,024.00	22.40	N/A	\$760.00	\$760.00	\$17,024.00
Keith Huang	Litigation & Practice Tech Senior Analyst	Litigation & Practice Tech	N/A	\$8,792.00	15.70	N/A	\$560.00	\$560.00	\$8,792.00
Bradley Kellogg	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$74,784.00	98.40	N/A	\$760.00	\$760.00	\$74,784.00
Ken Lee	Litigation & Practice Tech Project Manager	Litigation & Practice Tech	N/A	\$88,144.00	157.40	N/A	\$560.00	\$560.00	\$88,144.00

				Fees Billed	Hours Billed	Number	Hourly Rate Billed		Fees Billed In this
Daniel McNamara	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$56,649.00	82.10	N/A	\$690.00	\$690.00	\$56,649.00
Thanh Phan	Litigation & Practice Tech Project Manager	Litigation & Practice Tech	N/A	\$35,504.00	63.40	N/A	\$560.00	\$560.00	\$35,504.00
Catherine Rogers	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$61,755.00	89.50	N/A	\$690.00	\$690.00	\$61,755.00
Joe Seaman	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	\$67,564.00	88.90	N/A	\$760.00	\$760.00	\$67,564.00
Paraprofessional Totals				\$581,599.00	951.30				\$581,599.00
Attorney & Paraprofessional Totals				\$8,797,978.00	7,078.40				\$8,797,978.00

Exhibit G

Summary of Actual and Necessary Expenses for the Fee Period

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Vendor (if any)	Unit Cost (if applicable)	Amount
Third Party Telephone Charges			\$200.00
Standard Copies or Prints	Kirkland & Ellis LLP	\$0.10	\$2,760.40
Color Copies or Prints	Kirkland & Ellis LLP		\$3,451.25
Closing/Mini Books	Kirkland & Ellis LLP		\$12.00
Local Transportation			\$627.05
Travel Expense			\$19,235.92
Airfare			\$21,914.12
Transportation to/from airport			\$7,404.73
Travel Meals			\$2,083.61
Other Travel Expenses			\$160.00
Court Reporter Fee/Deposition	Digital Evidence Group; Lexitas; Veritext; Reliable Wilmington		\$23,481.35
Filing Fees	United States Copyright Office		\$785.00
Other Court Costs and Fees	Miller Advertising Agency Inc.		\$35,294.82
Professional Fees	Lexitas		\$790.00
Outside Printing Services	PARCELS INC.		\$1,169.10
Working Meals/K&E Only			\$76.17
Working Meals/K&E and Others			\$1,212.91
Catering Expenses	FLIK (Kirkland & Ellis LLP Internal)		\$8,193.20
Outside Retrieval Service	CSC; United States Copyright Office; Clarivate Analytics (Compumark) Inc		\$2,360.20
Computer Database Research	Restructuring Concepts LLC; RELX Inc DBA LexisNexis; PROQUEST LLC; CHEMICAL ABSTRACTS SERVICE		\$4,552.71
Westlaw Research	THOMAS REUTERS – WEST PUBLISHING CORP		\$7,501.00
LexisNexis Research	RELX Inc. DBA LexisNexis		\$2,153.58
Overtime Transportation	Taxi		\$1,119.75
Overtime Meals - Non-Attorney	Kirkland & Ellis LLP		\$78.98
Overtime Meals - Attorney	Kirkland & Ellis LLP		\$1,222.68
Rental Expenses	Aquipt Holdings LLC		\$9,012.82
Overnight Delivery - Hard	Federal Express		\$883.42
Computer Database Research - Soft	PACER		\$73.90
Totals			\$157,810.67

Exhibit H

Summary of Fees and Expenses by Matter for the Fee Period

Matter Number	Matter Category Description	Hours	Total Compensation
2	Chapter 11 Filing and First Day Pleading	165.80	\$195,960.00
3	Adversary Proceeding & Contested Matters	91.50	\$141,564.50
4	Corporate & Governance Matters	52.80	\$75,250.50
5	Disclosure Statement/Plan/Confirmation	350.80	\$421,582.00
6	Cash Collateral	364.30	\$474,302.50
7	Cash Management	11.90	\$13,939.50
8	Automatic Stay Issues	16.90	\$21,262.00
9	Asset Sales/Section 363/Use, Sale, & Dis	1,103.80	\$1,612,595.00
10	Executory Contracts & Unexpired Leases	350.80	\$393,092.50
11	Business Operations	13.40	\$21,310.00
12	Claims Administration	60.90	\$66,420.50
13	Schedules and Statements (SOFAs)	32.50	\$34,761.50
14	Creditor and Stakeholder Communications	16.40	\$27,973.00
15	U.S. Trustee Matters and Communications	26.50	\$40,792.50
16	Hearings	98.30	\$161,840.50
17	Insurance and Surety Matters	47.20	\$50,329.50
18	Utilities	34.80	\$40,952.00
19	Tax Matters	56.80	\$98,048.00
20	Case Administration	115.90	\$129,035.00
21	Retention – K&E	434.10	\$403,142.00
22	Retention – Non-K&E	224.00	\$244,358.00
23	Vendor Matters	252.70	\$301,594.50
24	Litigation	2,909.10	\$3,467,514.00
25	Non-Working Travel	80.30	\$122,337.50
26	Creditors' Committee Matters	42.00	\$46,637.50
27	Employee and Labor Matters	124.90	\$191,383.50
28	Expenses	-	\$157,810.67
TOTALS		7,078.40	\$8,955,788.67

Exhibit I

Detailed Description of Services Provided

January 15, 2025 – February 28, 2025

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116066

Client Matter: 58106-2

In the Matter of Chapter 11 Filing and First Day Pleadings

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 195,960.00

Total legal services rendered

\$ 195,960.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Chapter 11 Filing and First Day Pleadings

Invoice Number: 1050116066
 Matter Number: 58106-2

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	15.50	1,465.00	22,707.50
Nick Anderson	14.90	1,065.00	15,868.50
Lindsey Blumenthal	14.50	1,525.00	22,112.50
Julia F. Burnson	13.80	685.00	9,453.00
Katherine Chen	2.30	395.00	908.50
Devon N. Chenelle	9.20	880.00	8,096.00
Kaitlan Donahue	0.90	880.00	792.00
Fredrica George	12.10	1,065.00	12,886.50
Susan D. Golden	0.40	1,795.00	718.00
Alex Ingoglia	8.40	1,345.00	11,298.00
Liz Ji	0.20	1,395.00	279.00
Alec Klimowicz	5.40	880.00	4,752.00
Christian Mancino	5.30	395.00	2,093.50
Kelly Meyer	5.90	1,065.00	6,283.50
Jeff Michalik	2.70	1,735.00	4,684.50
Joshua Raphael	17.40	1,195.00	20,793.00
Anup Sathy, P.C.	2.20	2,595.00	5,709.00
Nick Stratman	12.60	1,065.00	13,419.00
Josh Sussberg, P.C.	2.50	2,595.00	6,487.50
Matt Truedson	2.00	1,195.00	2,390.00
Matt Waldrep	1.20	1,195.00	1,434.00
Aparna Yenamandra, P.C.	7.50	1,995.00	14,962.50
James Ziemba	8.90	880.00	7,832.00
TOTALS	165.80		\$ 195,960.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Chapter 11 Filing and First Day Pleadings

Invoice Number: 1050116066
 Matter Number: 58106-2

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Olivia Acuna	12.40	Telephone conference with J. Michalik, K&E team, U.S. Trustee re first day motion edits (1.2); prepare for first day hearing (3.9); analyze proposed first day relief in preparation for first day hearing (3.9); correspond with L. Blumenthal, K&E team re comments to first day orders (.4); analyze precedent re same (2.1); analyze U.S. Trustee comments to first day orders (.9).
01/15/25	Nick Anderson	10.30	Review, revise store support motion (3.3); correspond with J. Raphael, K&E team, A&M re same (.6); draft talking points re same (1.1); summarize reporting requirements re same (.4); review, revise cash collateral motion, interim order, and declaration (3.8); virtual conference with J. Michalik, K&E team, U.S. Trustee re same (.7); draft talking points re same (.4).
01/15/25	Lindsey Blumenthal	8.00	Review, revise first day pleadings (3.6); file petitions and first day pleadings (3.8); correspond with J. Michalik, K&E team re same (.6).
01/15/25	Julia F. Burnson	4.50	Assist L. Blumenthal, K&E team with chapter 11 filing preparations (.7); review and revise notice of commencement (.5); assist with chapter 11 filing (3.3).
01/15/25	Julia F. Burnson	6.50	Review, revise first day orders (2.2); coordinate hearing support for K&E team and A&M team (.6); prepare materials re first-day hearing (1.2); correspond with L. Blumenthal re first-day hearing logistics (.4); prepare materials re January 16, 2025 first day hearing (1.5); correspond with Cole Schotz team re first-day hearing logistics (.6).
01/15/25	Devon N. Chenelle	7.20	Review, revise insurance motion (2.0); review, revise creditor matrix motion (2.0); review, revise evidentiary support for first day declaration (1.3); review, revise first day presentation (.9); draft, revise talking points re first day motion (1.0).
01/15/25	Devon N. Chenelle	0.90	Review, revise first day presentation.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Chapter 11 Filing and First Day Pleadings

Invoice Number: 1050116066
 Matter Number: 58106-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Fredrica George	8.30	Review, revise utilities motion (1.1); review, revise NOL motion (1.2); review, revise taxes motion (.9); review, revise claims agent retention application (1.4), review, revise joint administration motion (1.0); review, analyze transcripts in preparation for first day hearing (1.0); review, revise summary of U.S. Trustee comments to taxes, utilities motions (.7); draft, revise first day talking points (1.0).
01/15/25	Alex Ingoglia	8.40	Participate in first day hearing preparation telephone conference with A&M team (1.0); prepare for same (.5); analyze board minutes and A&M report re bankruptcy claim investigation (1.4); conference with M. Whalen re direct examination outlines for first-day declarants (.3); analyze first day motions to prepare to draft direct examination outlines (3.8); draft direct examination outlines for first-day declarants (1.4).
01/15/25	Liz Ji	0.20	Review, analyze NOL motion.
01/15/25	Alec Klimowicz	5.40	Review, revise wages motion (1.2); review, analyze bidding procedures papers (2.1); research precedent first day hearing transcripts re wages motion (.7); draft first day hearing talking points re wages motion (1.4).
01/15/25	Christian Mancino	5.10	Prepare filing petitions and first day pleadings (3.5); prepare pro hac vice motions for filing (.3); obtain precedent first day hearing transcripts (.5); prepare materials for first day hearing (.8).
01/15/25	Kelly Meyer	4.50	Prepare sale documentation and pleadings for chapter 11 filing (3.5); review, revise first day presentation re same (.8); correspond with D. Chenelle re same (.2).
01/15/25	Jeff Michalik	2.20	Review, analyze customer programs, wages, and cash collateral motions for filing (1.3); correspond with J. Sussberg, A. Sathy re first day hearing logistics, filing updates (.1); correspond and conference with L. Blumenthal, K&E team re same (.4); correspond and conference with A. Yenamandra re same (.2); review and analyze first day hearing agenda (.2).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Chapter 11 Filing and First Day Pleadings

Invoice Number: 1050116066
 Matter Number: 58106-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Joshua Raphael	10.90	Prepare and file first day pleadings (3.9); revise forms of order (3.5); conference with M. Waldrep, K&E team, U.S. Trustee re same (.5); review, analyze issues re first day hearing (3.0).
01/15/25	Anup Sathy, P.C.	2.20	Analyze first day hearing matters and presentation.
01/15/25	Nick Stratman	10.50	Draft insurance motion (1.2); draft cash management motion (1.1); draft SoFA extension motion (.8); research precedent re same (.6); draft creditor matrix motion (.9); review, analyze transcripts re cash management, insurance and creditor matrix motions (1.2); draft cash management talking points (1.9); draft insurance motion talking points (1.2); draft creditor matrix talking points (1.6).
01/15/25	Josh Sussberg, P.C.	0.80	Prepare for first day hearing (.6); correspond with J. Michalik, K&E team re first day hearing and coordination re same (.2).
01/15/25	Matt Waldrep	1.20	Telephone conference with U.S. Trustee, J. Michalik, K&E team re first day motions.
01/15/25	Aparna Yenamandra, P.C.	3.00	Telephone conferences and correspond with J. Michalik, K&E team re hearing matters, open issues (2.1); telephone conferences and correspond with board, creditors' counsel re same (.9).
01/15/25	James Ziemba	1.90	Draft and revise talking points re first day hearing (1.4); review, analyze precedent transcripts re same (.5).
01/15/25	James Ziemba	4.40	Draft and revise customer programs motion (3.2); review, revise first day declaration (1.2).
01/16/25	Olivia Acuna	3.10	Revise orders re U.S. Trustee, third party comments (1.2); analyze precedent re same (.6); correspond with J. Raphael, L. Blumenthal re same (.7); telephone conference with U.S. Trustee re comments to first day motions (.4); correspond with A. Sexton re same (.2).
01/16/25	Nick Anderson	4.60	Review, revise interim cash collateral order (2.6); review, analyze comments re same (.6); research re same (1.1); revise store support vendors interim order (.3).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Chapter 11 Filing and First Day Pleadings

Invoice Number: 1050116066
 Matter Number: 58106-2

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/25	Lindsey Blumenthal	6.50	Correspond with U.S. Trustee, creditors re first day pleadings (3.2); review and revise first day pleadings (3.3).
01/16/25	Julia F. Burnson	2.80	Review and revise pleading template (.5); draft notices of revised proposed interim orders (2.3).
01/16/25	Katherine Chen	2.30	Prepare binder for first-day hearing (2.0); correspond with H. Caldwell, K&E team re same (.3).
01/16/25	Devon N. Chenelle	1.10	Analyze first day orders re reporting requirements (1.0); correspond with N. Stratman, F. George re same (.1).
01/16/25	Kaitlan Donahue	0.90	Review, draft internal communications re chapter 11 filing.
01/16/25	Fredrica George	3.80	Review, revise noticing requirements tracker (1.0); review, revise first day motion talking points (.8); review, revise interim orders for first day motions (2.0).
01/16/25	Susan D. Golden	0.40	Correspond with J. Raphael re revised creditor matrix order re email service per Court comments (.2); review, analyze same (.2).
01/16/25	Christian Mancino	0.10	Prepare materials for first day hearing.
01/16/25	Christian Mancino	0.10	Coordinate logistics re first day hearing.
01/16/25	Kelly Meyer	1.40	Review, analyze first day reporting requirements.
01/16/25	Jeff Michalik	0.50	Conference with L. Blumenthal re first day motion presentation (.3); conference with O. Acuna re same (.2).
01/16/25	Joshua Raphael	6.50	Review, analyze U.S. Trustee comments to orders (.8); revise proposed orders (1.2); conference with U.S. Trustee re same (.5); review, analyze first day hearing issues (1.0); correspond re same (.5); review, revise forms of order post hearing (2.5).
01/16/25	Nick Stratman	2.10	Revise cash management interim order (.8); review, analyze issues re same (.6); review, analyze creditor matrix issues for interim order revisions (.4); revise diligence work summaries re same (.3).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116066
Matter Number: 58106-2

Chapter 11 Filing and First Day Pleadings

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/25	Josh Sussberg, P.C.	1.40	Prepare for first day hearing (1.0); correspond with A. Yenamandra, K&E team re same and next steps (.2); correspond with J. Saferstein re potential interest (.1); correspond with declarant re first day declaration signature page (.1).
01/16/25	Matt Truedson	2.00	Review, analyze first day pleadings.
01/16/25	Aparna Yenamandra, P.C.	4.50	Telephone conference with J. Michalik re resolution of open issues (.9); telephone conference with Gibson Dunn re hearing (.5); telephone conference with Choate re hearing matters (.6); prepare for first day presentation (2.5)
01/16/25	James Ziemba	2.60	Review, analyze first day motions re reporting obligations (2.2); correspond with F. George and K. Meyer re same (.4).
01/17/25	Josh Sussberg, P.C.	0.30	Correspond with A. Yenamandra, Company advisors re first day hearing and related matters (.2); correspond with various parties re A&G Realty (.1).
Total		165.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116067

Client Matter: 58106-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 141,564.50

Total legal services rendered

\$ 141,564.50

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Adversary Proceeding & Contested Matters

Invoice Number: 1050116067
Matter Number: 58106-3

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lindsey Blumenthal	0.60	1,525.00	915.00
Kathleen Vera Kinsella	34.80	1,525.00	53,070.00
Jeff Michalik	0.70	1,735.00	1,214.50
Michael C. Whalen	51.40	1,525.00	78,385.00
Aparna Yenamandra, P.C.	4.00	1,995.00	7,980.00
TOTALS	91.50		\$ 141,564.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Adversary Proceeding & Contested Matters

Invoice Number: 1050116067
 Matter Number: 58106-3

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/25	Aparna Yenamandra, P.C.	1.00	Correspond with B. Arnault, K&E team re cash collateral litigation, adversary matters.
02/02/25	Kathleen Vera Kinsella	1.40	Correspond with Centerview team re responses and objections to 30(b)(6) notice (.2); correspond with A&M team re responses and objections to 30(b)(6) notice (.2); revise responses and objections to 30(b)(6) notice (.5); draft correspondence to responses and objections to 30(b)(6) notice for service on ad hoc group of term lenders (.5).
02/03/25	Kathleen Vera Kinsella	0.50	Correspond with Centerview and A&M team re responses and objections to 30(b)(6) notice (.2); conference with B. Arnault, M. Whalen and K&E team to strategize for depositions and cash collateral hearing (.3).
02/03/25	Michael C. Whalen	1.00	Conference with B. Arnault and litigation team re cash collateral discovery and investigation status (.5); conference with Company re litigation and case updates (.5).
02/03/25	Michael C. Whalen	1.70	Conference with H. Caldwell and J. Walter re response to UCC diligence requests (.5); conference with N. Haughey and A&M team re same (.4); analyze documents relevant to same (.8).
02/03/25	Michael C. Whalen	1.60	Draft and revise draft protective order (.3); analyze documents relevant to discovery productions and deposition preparation (1.1); conference with H. Caldwell and K&E team re same (.2).
02/04/25	Lindsey Blumenthal	0.60	Review, analyze re reclamation letters.
02/04/25	Kathleen Vera Kinsella	0.20	Correspond with Glenn Agre re deposition of J. Dwyer and debtors' document production.
02/04/25	Aparna Yenamandra, P.C.	0.50	Correspond with B. Arnault, K&E team re depositions.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116067
Matter Number: 58106-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/05/25	Kathleen Vera Kinsella	7.40	Conference with J. Walter re discovery requests (.5); correspond with J. Walter re same (.2); conference with A. Prather re responses to requests for production of documents (.5); correspond with A. Prather re same (.2); correspond with I. Betts re responses to 30(b)(6) notices (.2); analyze UCC's requests for production of documents to debtors, Centerview and A&M (1); analyze UCC's 30(b)(6) deposition notice to debtors, Centerview and A&M (.6); revise draft responses and objections to UCC's 30(b)(6) notice to debtors (2.0); revise draft responses and objections to UCC's request for production of documents to debtors (2.2).
02/05/25	Michael C. Whalen	16.40	Analyze documents relevant to deposition preparation (2.4); draft and revise deposition preparation materials (4.8); prepare for and participate in deposition preparation sessions for J. Dwyer and R. Kielty (9.2).
02/06/25	Kathleen Vera Kinsella	6.90	Revise, review responses and objections to UCC's 30(b)(6) deposition notice (1.5); revise debtors' responses and objections to UCC's requests for production (3.7); analyze coverage of existing topic designations (.5); analyze coverage of existing document productions over new and altered requests for production (1.2).
02/06/25	Jeff Michalik	0.70	Review and analyze UCC omnibus objection (.3); review and analyze term loan ad hoc group omnibus objection (.4).
02/06/25	Aparna Yenamandra, P.C.	0.60	Office conference with J. Michalik, K&E team, A&M team re upcoming depositions, strategy re same.
02/07/25	Kathleen Vera Kinsella	4.70	Revise responses and objections to UCC's notice of 30(b)(6) deposition to A&M (2.6); revise responses and objections to UCC's notice of 30(b)(6) deposition to Centerview (1.5); revise responses and objections to UCC's requests for production to A&M (.6).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116067
Matter Number: 58106-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/25	Michael C. Whalen	8.40	Prepare for deposition of K. Shonak (5.9); correspond with J. Dwyer re deposition preparation and related issues (.9); draft and revise deposition preparation materials (.7); correspond with A. Ingoglia re same (.3); analyze draft responses and objections to deposition notices (.4); correspond with K. Kinsella and B. Arnault re same (.2).
02/07/25	Aparna Yenamandra, P.C.	0.40	Telephone conference with B. Arnault re deposition matters.
02/08/25	Kathleen Vera Kinsella	0.50	Analyze deposition summaries of R. Kielty and K. Shonak.
02/08/25	Michael C. Whalen	6.80	Defend J. Dwyer deposition (5.9); correspond with B. Arnault re same (.3); correspond with J. Dwyer re same (.6).
02/08/25	Aparna Yenamandra, P.C.	0.30	Correspond with B. Arnault, K&E team re deposition matters.
02/09/25	Kathleen Vera Kinsella	0.50	Telephone conference with KDW re confidentiality of documents for second day hearing and 30(b)(6) deposition of A&M.
02/10/25	Kathleen Vera Kinsella	5.80	Analyze deposition summary for J. Dwyer (.3); analyze term loan group's omnibus objection to bidding procedures motion and cash collateral motion (.5); conference with B. Arnault, M. Whalen and K&E team re litigation workstreams, next steps (.5); revise Company's responses and objections to UCC's requests for production (1.3); analyze utilities objections in preparation for second day hearing (.2); analyze summary of deposition of J. Cann (.2); revise A&M's responses and objections to UCC's requests for production (1.5); revise Centerview's responses and objections to UCC's requests for production (1.3).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116067
Matter Number: 58106-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/25	Kathleen Vera Kinsella	5.90	Revise responses and objections to UCC's requests for production (2.1); revise A&M's responses and objections to UCC's requests for production (2); revise witness and exhibit list for second day hearing (.6); analyze bidding procedures reply in preparation for filing (.4); analyze store closing motion in preparation for filing (.4); analyze declaration of Nicholas Haughey in support of store closing motion in preparation for filing (.2); review correspondence from UCC re witnesses and evidence for second day hearing (.2).
02/11/25	Aparna Yenamandra, P.C.	0.80	Telephone conference with J. Michalik, K&E team re second day hearing (.5); correspond with B. Arnault re 30(b)(6) matters (.3).
02/13/25	Kathleen Vera Kinsella	0.40	Analyze correspondence from term loan lenders and UCC re witnesses, exhibits and schedule for second day hearing (.2); analyze motion in preparation for filing (.2).
02/17/25	Michael C. Whalen	0.80	Correspond with H. Caldwell re draft protective order (.1); correspond r with A. Ingoglia re M. Prendergast deposition preparation (.2); analyze issues related to production of vendor communications (.3); correspond with M. Kraft re same (.2).
02/17/25	Aparna Yenamandra, P.C.	0.40	Correspond with B. Arnault, K&E team re 30(b)(6).
02/18/25	Kathleen Vera Kinsella	0.40	Analyze correspondence from R. Gage for UCC re additional deposition (.2); telephone conference with M. Whalen, B. Arnault and K&E team re strategy for sale hearing (.2).
02/19/25	Kathleen Vera Kinsella	0.20	Analyze correspondence from R. Gage for UCC re additional deposition.
02/19/25	Michael C. Whalen	7.40	Analyze documents re M. Prendergast deposition (6.2); participate in M. Prendergast deposition preparation session (1.2).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116067
Matter Number: 58106-3

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/20/25	Michael C. Whalen	7.30	Participate in deposition preparation session of M. Prendergast (5.6); analyze board minutes for responsiveness, privilege and confidentiality in connection with committee requests for production (.8); correspond with H. Caldwell re same (.2); correspond with M. Kraft and K&E team re investigation and interview strategy (.3); analyze revised notice of deposition from UCC (.2); conference with B. Arnault and K&E team re same (.2).
Total		91.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116068

Client Matter: 58106-4

In the Matter of Corporate & Governance Matters

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 50,778.00

Total legal services rendered

\$ 50,778.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Corporate & Governance Matters

Invoice Number: 1050116068
 Matter Number: 58106-4

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lindsey Blumenthal	4.20	1,525.00	6,405.00
Kaitlan Donahue	4.50	880.00	3,960.00
Jeff Michalik	3.70	1,735.00	6,419.50
Anup Sathy, P.C.	3.00	2,595.00	7,785.00
Josh Sussberg, P.C.	0.40	2,595.00	1,038.00
Michael C. Whalen	2.90	1,525.00	4,422.50
Aparna Yenamandra, P.C.	10.40	1,995.00	20,748.00
TOTALS	29.10		\$ 50,778.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Corporate & Governance Matters

Invoice Number: 1050116068
 Matter Number: 58106-4

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Kaitlan Donahue	0.70	Draft board minutes (.4); review, analyze prepetition board minutes (.3).
01/17/25	Aparna Yenamandra, P.C.	1.70	Correspond with board, special committee re filing matters (.5); telephone conference with board, special committee, J. Michalik, K&E team, Centerview, A&M re hearing update and next steps (1.2).
01/21/25	Aparna Yenamandra, P.C.	0.50	Correspond with J. Michalik, various parties re board matters.
01/23/25	Aparna Yenamandra, P.C.	0.30	Telephone conference with J. Michalik, K&E team re governance matters.
01/24/25	Anup Sathy, P.C.	0.40	Review and analyze governance matters re potential sale issues.
01/27/25	Lindsey Blumenthal	0.50	Participate in board meeting.
01/27/25	Jeff Michalik	0.50	Participate in special committee meeting.
01/27/25	Josh Sussberg, P.C.	0.40	Participate in board meeting.
01/27/25	Aparna Yenamandra, P.C.	1.00	Participate in special committee meeting (.5); prepare for same (.5).
01/30/25	Kaitlan Donahue	2.00	Draft minutes re board meeting (1.6); correspond with J. Michalik re same (.2); correspond with A. Yenamandra re same (.1); correspond with M. Whalen, B. Arnault re same (.1).
01/30/25	Jeff Michalik	0.90	Review and comment on board meeting minutes.
01/31/25	Aparna Yenamandra, P.C.	0.60	Review and analyze board minutes.
02/01/25	Kaitlan Donahue	0.30	Review, draft board meeting minutes.
02/03/25	Lindsey Blumenthal	1.40	Attend, take minutes re board meeting (.5); prepare for conference with Company (.4); conference with M. Whalen, Company re work in process (.5).
02/03/25	Kaitlan Donahue	0.80	Review, draft minutes re board meetings.
02/03/25	Jeff Michalik	1.10	Participate in special committee meeting (.4); participate in board meeting (.7).
02/03/25	Michael C. Whalen	0.50	Participate in special committee meeting re investigation status.
02/03/25	Michael C. Whalen	1.40	Analyze draft board minutes.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Corporate & Governance Matters

Invoice Number: 1050116068
 Matter Number: 58106-4

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/25	Aparna Yenamandra, P.C.	0.60	Participate in board meeting (.5); prepare for same (.1).
02/07/25	Jeff Michalik	0.50	Participate in board meeting.
02/07/25	Anup Sathy, P.C.	0.50	Participate in board meeting.
02/07/25	Aparna Yenamandra, P.C.	1.00	Participate in board meeting (.5); prepare for same (.1); correspond with J. Michalik, various parties re same (.4).
02/10/25	Lindsey Blumenthal	1.20	Attend board meeting (.6); conference with Company re corporate issues (.6).
02/10/25	Aparna Yenamandra, P.C.	0.60	Participate in board meeting.
02/11/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with board member re case status.
02/13/25	Aparna Yenamandra, P.C.	0.40	Telephone conference with board, advisors re case status.
02/17/25	Michael C. Whalen	1.00	Prepare for special committee meeting (.4); attend same (.6).
02/19/25	Kaitlan Donahue	0.70	Draft board minutes.
02/19/25	Aparna Yenamandra, P.C.	1.00	Telephone conference with board, management re ongoing sale matters.
02/20/25	Anup Sathy, P.C.	1.10	Participate in board meeting (.6); prepare for same (.5).
02/20/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with Company advisors, board members re case updates, next steps.
02/21/25	Jeff Michalik	0.40	Participate in board meeting re auction updates.
02/21/25	Aparna Yenamandra, P.C.	0.50	Telephone conference update with board, Centerview, A&M.
02/22/25	Anup Sathy, P.C.	0.50	Participate in board meeting re auction status.
02/24/25	Lindsey Blumenthal	1.10	Conference with board (.6); conference with Company re corporate matters (.5).
02/24/25	Jeff Michalik	0.30	Participate in board meeting.
02/24/25	Anup Sathy, P.C.	0.50	Participate in board meeting.
02/24/25	Aparna Yenamandra, P.C.	0.60	Participate in board meeting (.5); prepare for same (.1).
02/25/25	Aparna Yenamandra, P.C.	0.60	Telephone conferences with board members re sale matters.

Total 29.10

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116069

Client Matter: 58106-5

In the Matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 300,899.50

Total legal services rendered

\$ 300,899.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1050116069
 Matter Number: 58106-5

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	4.80	1,465.00	7,032.00
Christie M. Alcala	0.50	2,045.00	1,022.50
Bill Arnault, P.C.	0.30	2,015.00	604.50
Marcela Barba	9.60	1,525.00	14,640.00
Jack N. Bernstein	1.70	1,895.00	3,221.50
Lindsey Blumenthal	5.60	1,525.00	8,540.00
Kaitlan Donahue	8.10	880.00	7,128.00
Fredrica George	20.00	1,065.00	21,300.00
Liz Ji	5.10	1,395.00	7,114.50
Alec Klimowicz	75.40	880.00	66,352.00
Christian Mancino	2.90	395.00	1,145.50
Colleen E. Mayer	2.30	880.00	2,024.00
Jeff Michalik	9.60	1,735.00	16,656.00
Peter Ott	0.50	1,725.00	862.50
Anup Sathy, P.C.	12.90	2,595.00	33,475.50
Nick Stratman	34.70	1,065.00	36,955.50
Josh Sussberg, P.C.	0.20	2,595.00	519.00
Matt Truedson	1.70	1,195.00	2,031.50
Andy Veit, P.C.	0.50	2,175.00	1,087.50
Matt Waldrep	48.90	1,195.00	58,435.50
Nicholas Warther	2.00	1,825.00	3,650.00
Aparna Yenamandra, P.C.	0.90	1,995.00	1,795.50
Andrew Zhang	4.50	925.00	4,162.50
James Ziemba	1.30	880.00	1,144.00
TOTALS	254.00		\$ 300,899.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Disclosure Statement/Plan/Confirmation

Invoice Number: 1050116069
 Matter Number: 58106-5

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/17/25	Anup Sathy, P.C.	0.80	Conference with J. Michalik, K&E working group re case strategies.
01/21/25	Jeff Michalik	0.30	Review and analyze plan strategy, precedent.
01/21/25	Anup Sathy, P.C.	0.70	Review and analyze updated business plan strategy.
01/22/25	Kaitlan Donahue	1.20	Draft disclosure statement.
01/22/25	Anup Sathy, P.C.	0.60	Review and analyze plan strategies and timeline.
01/23/25	Kaitlan Donahue	2.40	Draft disclosure statement.
01/24/25	Kaitlan Donahue	1.40	Draft disclosure statement.
01/25/25	Kaitlan Donahue	2.80	Draft disclosure statement.
01/27/25	Anup Sathy, P.C.	0.80	Analyze plan strategies.
01/28/25	Jeff Michalik	0.30	Review and analyze chapter 11 plan precedent.
01/28/25	Nick Stratman	0.60	Draft, revise disclosure statement.
01/31/25	Jeff Michalik	0.70	Review and analyze chapter 11 plan precedent.
02/03/25	Anup Sathy, P.C.	0.80	Analyze term loan proposals and potential resolutions.
02/04/25	Anup Sathy, P.C.	0.80	Analyze term loan settlement issues.
02/04/25	James Ziemba	1.30	Analyze disclosure statement motion precedent.
02/06/25	Anup Sathy, P.C.	0.50	Review and analyze plan strategies.
02/06/25	Nick Stratman	0.40	Review, analyze disclosure statement.
02/07/25	Jeff Michalik	1.60	Conference with A. Yenamandra re plan strategy (.4); analyze issues re same (1.2).
02/07/25	Nick Stratman	2.50	Review, revise disclosure statement.
02/08/25	Anup Sathy, P.C.	0.70	Analyze potential settlements with term loan lenders.
02/08/25	Josh Sussberg, P.C.	0.10	Correspond with lenders re status and chapter 11 plan process.
02/09/25	Jeff Michalik	1.20	Analyze issues re plan.
02/10/25	Olivia Acuna	0.50	Telephone conference with L. Blumenthal, K&E team re plan.
02/10/25	Kaitlan Donahue	0.30	Conference with M. Waldrep, K&E team re plan status, updates (.2); correspond with M. Waldrep re same (.1).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116069
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/25	Fredrica George	0.50	Conference with L. Blumenthal, K&E team re disclosure statement and plan.
02/10/25	Alec Klimowicz	6.30	Draft disclosure statement motion (3.2); review, analyze plan (1.9); conference with M. Waldrep, K&E team re plan workstream (.4); conference with L. Blumenthal, K&E team re plan, disclosure statement process (.2); research re plan, disclosure statement (.6).
02/10/25	Christian Mancino	0.70	Draft disclosure statement motion.
02/10/25	Jeff Michalik	0.60	Analyze plan and disclosure statement strategy.
02/10/25	Nick Stratman	2.90	Conference with M. Waldrep, K&E team re plan and disclosure statement (.4); conference with L. Blumenthal, K&E team re same (.5); review, analyze plan (.9); review, revise disclosure statement (1.1).
02/10/25	Josh Sussberg, P.C.	0.10	Correspond with A. Sathy, K&E team re lender status and timing of plan.
02/10/25	Matt Waldrep	6.90	Review, analyze plan (1.2); review, analyze disclosure statement (.1); correspond with A. Klimowicz, K&E team re plan, disclosure statement, disclosure statement motion (.4); telephone conference with A. Klimowicz, K&E team re plan, disclosure statement (.2); telephone conference with A. Klimowicz re plan, disclosure statement (.1); review, revise plan (3.9); telephone conference with L. Blumenthal, K&E team re plan, disclosure statement (.4); telephone conference with A. Klimowicz re plan (.2); review, revise disclosure statement motion (.4).
02/11/25	Fredrica George	4.70	Analyze and propose confirmation timeline (.7); draft disclosure motion exhibits (4.0).
02/11/25	Alec Klimowicz	10.90	Review, revise plan (3.9); research re same (1.6); research re disclosure statement motion (1.8); review, revise same (3.6).
02/11/25	Christian Mancino	2.20	Correspond with F. George re disclosure statement exhibits (.1); draft disclosure statement exhibits (2.1).
02/11/25	Jeff Michalik	0.60	Review and analyze issues re plan, confirmation strategy.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116069
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/25	Nick Stratman	3.50	Review, revise disclosure statement (3.2); correspond with M. Waldrep, K&E team re same (.3).
02/11/25	Matt Waldrep	10.60	Review, analyze disclosure statement (1.2); review, revise same (2.4); review, analyze plan (.8); review, revise same (3.6); review, analyze disclosure statement motion (.7); review, revise same (.9); correspond with N. Stratman, K&E team re plan, disclosure statement, disclosure statement motion (.9); telephone conference with L. Blumenthal re same (.1).
02/12/25	Marcela Barba	8.50	Analyze and provide comments to plan (5.0); analyze and provide comments to disclosure statement (3.5).
02/12/25	Jack N. Bernstein	1.70	Review and comment on draft plan (.8); review and comment on disclosure statement (.9).
02/12/25	Fredrica George	1.90	Review, revise disclosure statement exhibits.
02/12/25	Liz Ji	3.90	Review, analyze disclosure statement (2.7); review, analyze chapter 11 plan (1.0); review, analyze disclosure statement motion (.2).
02/12/25	Alec Klimowicz	2.90	Research re plan (1.2); review, analyze same (1.7).
02/12/25	Colleen E. Mayer	2.10	Review and revise chapter 11 plan (.5); review, revise disclosure statement (.5); review revise disclosure statement motion (.5); correspond with M. Sachs and C. Alcalá re same (.6).
02/12/25	Jeff Michalik	0.90	Review and analyze plan issues, strategy.
02/12/25	Nick Stratman	1.00	Review, analyze plan (.6); review, analyze disclosure statement (.4).
02/12/25	Matt Waldrep	1.50	Review, revise plan (.2); review, revise disclosure statement motion exhibits (.7); correspond with L. Blumenthal, K&E team re plan, disclosure statement (.6).
02/12/25	Andrew Zhang	4.50	Review and revise chapter 11 plan (2.2); review and analyze disclosure statement (2.3).
02/13/25	Bill Arnault, P.C.	0.30	Review, analyze disclosure statement.
02/13/25	Marcela Barba	1.10	Review, analyze comments to plan (.6); analyze comments to disclosure statement (.5).
02/13/25	Liz Ji	0.40	Review, revise disclosure statement.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116069
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/25	Alec Klimowicz	5.60	Conference with M. Waldrep re plan (.3); review, revise re same (3.8); analyze precedent re same (1.3); correspond with M. Waldrep, N. Stratman re same (.2).
02/13/25	Nick Stratman	1.90	Review, revise disclosure statement (1.4); review, analyze plan (.5).
02/13/25	Matt Waldrep	1.20	Correspond with O. Acuna re plan (.1); review, revise same (.5); research re plan issues (.1); conference with A. Klimowicz re plan issues (.3); correspond with C. Wietecha re disclosure statement (.1); telephone conference with C. Wietecha re same (.1).
02/13/25	Nicholas Warther	2.00	Review and revise plan and disclosure statement re tax issues (1.3); correspond with L. Ji re same (.5); telephone conference with A&M team re status and next steps (.2).
02/14/25	Christie M. Alcala	0.50	Review and comment on chapter 11 plan and related filings.
02/14/25	Liz Ji	0.80	Review, revise disclosure statement and plan re tax matters.
02/14/25	Alec Klimowicz	1.80	Review, revise plan.
02/14/25	Colleen E. Mayer	0.20	Correspond with M. Sachs and C. Alcala re chapter 11 plan and related filings.
02/14/25	Nick Stratman	0.40	Review, analyze disclosure statement comments.
02/15/25	Alec Klimowicz	0.60	Review, revise plan (.4); correspond with M. Waldrep re same (.2).
02/15/25	Matt Waldrep	0.10	Review, analyze plan and correspond with A. Klimowicz re same.
02/16/25	Lindsey Blumenthal	2.40	Review, analyze plan.
02/16/25	Alec Klimowicz	1.10	Review, revise plan.
02/16/25	Peter Ott	0.20	Review and comments on draft chapter 11 plan.
02/16/25	Andy Veit, P.C.	0.50	Review, analyze initial draft plan.
02/16/25	Matt Waldrep	2.80	Review, revise plan (1.5); review, analyze same (.6); correspond with L. Blumenthal, K&E team re same (.7).
02/17/25	Jeff Michalik	0.60	Analyze strategy re plan process.
02/17/25	Anup Sathy, P.C.	1.40	Analyze wind down obligations for plan costs.
02/17/25	Nick Stratman	0.60	Revise disclosure statement.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116069
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/18/25	Lindsey Blumenthal	1.00	Review, analyze plan.
02/18/25	Fredrica George	2.80	Analyze plan and disclosure statement timeline (1.0); correspond with M. Waldrep re same (.8); review, revise disclosure statement exhibits (1.0).
02/18/25	Alec Klimowicz	6.10	Conference with M. Waldrep re plan (.1); review, analyze re same (1.2); review, revise disclosure statement motion (2.4); review, revise disclosure statement exhibits (1.8); review, analyze disclosure statement (.4); correspond with L. Blumenthal re same (.2).
02/18/25	Jeff Michalik	0.70	Review and analyze plan strategy.
02/18/25	Peter Ott	0.30	Review and provide comments to draft chapter 11 plan.
02/18/25	Nick Stratman	3.50	Review, revise disclosure statement (3.2); correspond with M. Waldrep, K&E team re same (.3).
02/18/25	Matt Truedson	1.30	Review and revise draft chapter 11 plan.
02/18/25	Matt Waldrep	4.00	Conference with A. Klimowicz re plan (.1); review, revise proposed confirmation timeline (.5); research re same (1.6); correspond with N. Stratman, K&E team re same (.2); review, revise disclosure statement, disclosure statement motion, disclosure statement exhibits (1.4); correspond with A. Klimowicz, K&E team re same (.2).
02/19/25	Fredrica George	1.20	Review, revise disclosure statement exhibits.
02/19/25	Alec Klimowicz	1.40	Review, analyze disclosure statement exhibits (.7); conference with M. Waldrep re plan (.1); review, analyze comments re same (.2); review, analyze disclosure statement motion (.4).
02/19/25	Nick Stratman	1.90	Review, revise disclosure statement.
02/19/25	Matt Waldrep	1.30	Review, revise disclosure statement, disclosure statement motion, disclosure statement exhibits, plan (1.1); correspond with A. Klimowicz, K&E team re same (.2).
02/20/25	Alec Klimowicz	4.10	Review, revise disclosure statement motion (1.3); review revise disclosure statement exhibits (2.8).
02/20/25	Jeff Michalik	1.10	Review and analyze plan strategy (.9); correspond with Kroll team re solicitation (.2).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116069
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/20/25	Nick Stratman	1.40	Conference with M. Waldrep, A. Klimowicz re disclosure statement (.4); review, revise disclosure statement and disclosure statement motion (1.0).
02/20/25	Matt Waldrep	2.10	Correspond with L. Blumenthal, K&E team re plan, disclosure statement timeline (.4); conference with A. Klimowicz, K&E team re disclosure statement (.3); review, revise proposed timeline (.4); draft summary re outstanding issues re same (.5); correspond with CS team, A. Yenamandra, K&E team re solicitation (.2); correspond with A. Klimowicz, K&E team re disclosure statement exhibits (.3).
02/21/25	Lindsey Blumenthal	2.20	Review, revise plan.
02/21/25	Alec Klimowicz	7.80	Review, revise plan (.6); review, revise disclosure statement motion (1.9); review, revise disclosure statement exhibits (2.9); review, revise motion to shorten (2.4).
02/21/25	Nick Stratman	2.50	Review, revise disclosure statement.
02/21/25	Matt Truedson	0.40	Correspond with M. Waldrep re indemnity obligations.
02/21/25	Matt Waldrep	3.90	Review, analyze plan, disclosure statement motion, disclosure statement (.5); correspond with A. Klimowicz, K&E team re disclosure statement (.2); review, revise disclosure statement motion (3.1); review, analyze disclosure statement (.1).
02/22/25	Olivia Acuna	3.10	Review, revise disclosure statement motion (2.1); analyze precedent re same (.6); correspond with M. Waldrep, K&E team re same (.4).
02/22/25	Alec Klimowicz	4.30	Review, analyze plan (.3); correspond with A. Yenamandra, K&E team re same (.1); review, revise motion to shorten notice (1.2); review, revise disclosure statement motion (.6); review, revise disclosure statement exhibits (1.7); correspond with CS team re same (.2); correspond with Kroll team re same (.2).
02/22/25	Matt Waldrep	3.00	Review, analyze disclosure statement motion (.6); review, revise same (.3); review, analyze plan (.5); review, revise same (.1); review, analyze disclosure statement (1.2); review, revise same (.3).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116069
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/25	Fredrica George	1.30	Review, revise disclosure statement exhibits.
02/23/25	Alec Klimowicz	4.10	Review, revise disclosure statement motion.
02/23/25	Anup Sathy, P.C.	1.30	Analyze plan strategies.
02/23/25	Nick Stratman	0.50	Revise disclosure statement.
02/23/25	Matt Waldrep	0.30	Correspond with A. Klimowicz, K&E team re plan, disclosure statement issues.
02/24/25	Fredrica George	2.70	Review, revise disclosure statement exhibits.
02/24/25	Alec Klimowicz	6.10	Review, revise plan (4.1); research precedent re same (.8); review, analyze disclosure statement exhibits (1.2).
02/24/25	Jeff Michalik	0.60	Review and analyze plan draft.
02/24/25	Anup Sathy, P.C.	0.50	Analyze wind down strategies.
02/24/25	Nick Stratman	5.20	Review, revise disclosure statement.
02/24/25	Matt Waldrep	1.90	Research re disclosure statement motion (.9); telephone conference with J. Michalik re plan, disclosure statement (.5); review, analyze plan (.3); correspond with A. Klimowicz, K&E team re same (.2).
02/25/25	Fredrica George	4.40	Review, revise disclosure statement exhibits.
02/25/25	Alec Klimowicz	8.70	Research plan precedent (.7); correspond with M. Waldrep re same (.2); review, revise plan (3.9); correspond with A. Yenamandra re same (.2); review, revise confirmation timeline (1.3); research local rules re same (.6); correspond with O. Acuna, K&E team re disclosure statement, disclosure statement motion and exhibits (.3); review, analyze disclosure statement motion (1.5).
02/25/25	Jeff Michalik	0.40	Review and analyze chapter 11 plan draft.
02/25/25	Nick Stratman	3.60	Review, revise disclosure statement.
02/25/25	Matt Waldrep	5.10	Review, revise plan (1.8); review, analyze same (.7); correspond with A. Klimowicz, K&E team re same (.6); review, revise disclosure statement motion (.3); review, revise disclosure statement (.2); review, revise proposed confirmation timeline (.5); research re same (.6); correspond with J. Michalik, K&E team, Cole Schotz re same (.4).
02/25/25	Aparna Yenamandra, P.C.	0.90	Review, revise plan.
02/26/25	Olivia Acuna	1.00	Review, revise plan (.6); conference with M. Waldrep re same (.4).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116069
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/26/25	Fredrica George	0.50	Review, revise disclosure statement exhibits.
02/26/25	Alec Klimowicz	3.60	Review, revise plan (3.2); correspond with M. Waldrep, K&E team re same (.4).
02/26/25	Anup Sathy, P.C.	0.60	Review and analyze liquidating plan.
02/26/25	Nick Stratman	2.30	Review, revise plan (.8); revise disclosure statement (1.5).
02/26/25	Matt Waldrep	4.20	Review, analyze plan (.8); review, revise same (2.5); correspond with O. Acuna, K&E team, Cole Schotz re same (.8); correspond with Kroll team, A. Yenamandra, K&E team re disclosure statement (.1).
02/27/25	Olivia Acuna	0.20	Correspond with L. Blumenthal re disclosure statement.
02/27/25	Anup Sathy, P.C.	2.20	Analyze wind down budget and issues re plan.
02/28/25	Anup Sathy, P.C.	1.20	Review and analyze post-closing issues re wind down.
Total		254.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116070

Client Matter: 58106-6

In the Matter of Cash Collateral

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 465,875.00

Total legal services rendered

\$ 465,875.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Cash Collateral

Invoice Number: 1050116070
 Matter Number: 58106-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	2.40	1,465.00	3,516.00
Nick Anderson	62.40	1,065.00	66,456.00
Lindsey Blumenthal	3.30	1,525.00	5,032.50
Julia F. Burnson	0.40	685.00	274.00
Devon N. Chenelle	0.90	880.00	792.00
Alec Klimowicz	66.30	880.00	58,344.00
Daniel Lewis, P.C.	0.60	2,175.00	1,305.00
Robert D. Mason	0.50	685.00	342.50
Jeff Michalik	38.20	1,735.00	66,277.00
Peter Ott	9.00	1,725.00	15,525.00
Anup Sathy, P.C.	16.40	2,595.00	42,558.00
Rob Soneson	8.00	685.00	5,480.00
Matt Truedson	16.20	1,195.00	19,359.00
Andy Veit, P.C.	21.20	2,175.00	46,110.00
Matt Waldrep	100.90	1,195.00	120,575.50
Daniel Z. Weiss	6.40	880.00	5,632.00
Michael C. Whalen	0.60	1,525.00	915.00
Aparna Yenamandra, P.C.	3.70	1,995.00	7,381.50
TOTALS	357.40		\$ 465,875.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Cash Collateral

Invoice Number: 1050116070
 Matter Number: 58106-6

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Devon N. Chenelle	0.90	Correspond with M. Truedson, K&E team re credit agreement.
01/15/25	Alec Klimowicz	5.10	Review, analyze U.S. Trustee's comments re cash collateral interim order (1.6); review, revise cash collateral interim order re Morgan Lewis, Choate comments (2.7); correspond with M. Waldrep re same (.2); review, revise cash collateral interim order re landlord comments (.6).
01/15/25	Jeff Michalik	5.80	Review and analyze issues re cash collateral order (3.2); research and prepare arguments re same (2.6).
01/15/25	Peter Ott	0.60	Review IP updates to schedules in connection with collateral review (.3); correspond with M. Truedson and K&E team re the same (.3).
01/15/25	Anup Sathy, P.C.	0.80	Review and analyze cash collateral order edits.
01/15/25	Andy Veit, P.C.	0.20	Correspond with M. Truedson, K&E team re cash collateral next steps.
01/15/25	Matt Waldrep	12.00	Review, revise cash collateral motion (1.9); review, analyze US Trustee comments to cash collateral order (.5); telephone conference with J. Michalik re same (.5); research re same (1.8); correspond with J. Michalik, K&E team, parties in interest re same (1.1); review, revise same (3.3); review, analyze local rules (1.2); review, analyze first day hearing materials re cash collateral motion (1.7).
01/15/25	Daniel Z. Weiss	0.30	Analyze and review agency agreement (.2); analyze and review IP lien searches re cash collateral review (.1).
01/16/25	Alec Klimowicz	3.60	Research cash collateral interim order re releases (2.8); correspond with M. Waldrep, N. Anderson re same (.3); correspond with J. Michalik re same (.1); analyze, prepare hearing materials re U.S. Trustee comments re cash collateral interim order (.4).
01/16/25	Jeff Michalik	5.60	Review and revise cash collateral order (.6); analyze issues and prepare arguments re same (3.7); research precedent re same (1.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/25	Peter Ott	0.50	Review, analyze IP updates to schedules in connection with collateral review (.2); conference with D. Weiss re the same (.3).
01/16/25	Anup Sathy, P.C.	0.60	Analyze open term loan collateral issues re sale.
01/16/25	Anup Sathy, P.C.	0.50	Review and analyze modifications to cash collateral order.
01/16/25	Matt Waldrep	5.70	Review, analyze first day hearing materials re cash collateral motion (.4); review, analyze cash collateral motion (1.5); review, revise cash collateral order (2.7); correspond with J. Michalik, K&E team, parties in interest re same (1.0); telephone conference with party in interest re same (.1).
01/16/25	Daniel Z. Weiss	2.70	Analyze and review IP lien search schedule re cash collateral review (.7); analyze and revise collateral review (1.5); correspond with P. Ott re collateral review security agreements (.5).
01/17/25	Nick Anderson	1.90	Review, analyze interim cash collateral order re reporting requirements.
01/17/25	Jeff Michalik	0.30	Analyze cash collateral strategy, issues.
01/17/25	Anup Sathy, P.C.	0.60	Review and analyze cash collateral order and funding issues.
01/17/25	Daniel Z. Weiss	0.10	Analyze and review cash collateral documents.
01/18/25	Jeff Michalik	0.40	Correspond with A&M re cash collateral order mechanics (.1); analyze issues re same (.3).
01/18/25	Matt Waldrep	0.50	Review, analyze cash collateral order (.3); correspond with L. Blumenthal, K&E team, A&M re same (.2).
01/19/25	Jeff Michalik	0.30	Correspond with L. Blumenthal re cash collateral order.
01/20/25	Anup Sathy, P.C.	0.40	Review and analyze cash collateral issues and budget.
01/20/25	Rob Soneson	1.00	Organize and order unreleased agreements from the United States Copyright Office (.9); correspond with B. Kovach re confirmation of order (.1).
01/21/25	Anup Sathy, P.C.	0.50	Analyze cash collateral strategies.
01/21/25	Andy Veit, P.C.	0.20	Review, analyze summary of case re cash collateral.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/25	Matt Waldrep	0.50	Review, analyze cash collateral order re carve out (.3); correspond with A&M team, L. Blumenthal, K&E team re same (.2).
01/22/25	Jeff Michalik	1.30	Review and analyze issues re cash collateral strategy.
01/22/25	Anup Sathy, P.C.	0.50	Review, analyze cash collateral strategies re final order.
01/22/25	Matt Waldrep	0.40	Correspond with A&M, L. Blumenthal, K&E team re weekly estimate.
01/23/25	Jeff Michalik	0.90	Analyze cash collateral issues, approval strategy.
01/23/25	Anup Sathy, P.C.	0.80	Review and analyze cash collateral final order issues.
01/23/25	Andy Veit, P.C.	0.80	Telephone conference with Centerview, A&M teams, A. Yenamandra, K&E team re cash collateral next steps.
01/24/25	Peter Ott	0.60	Review, analyze ABL documents re inventory (.3); prepare summary re same (.3).
01/24/25	Anup Sathy, P.C.	0.70	Analyze open cash collateral issues.
01/24/25	Andy Veit, P.C.	0.70	Review, analyze credit agreement provisions re goods in transit (.5); correspond with P. Ott re same (.2).
01/25/25	Peter Ott	0.40	Review, analyze ABL documents re inventory (.2); draft summary re same (.2).
01/25/25	Anup Sathy, P.C.	0.50	Review and analyze cash collateral issues re final order.
01/25/25	Daniel Z. Weiss	0.10	Analyze and review cash collateral documents.
01/27/25	Jeff Michalik	2.70	Conference with Morgan Lewis re cash collateral order (.2); conference with A. Yenamandra re cash collateral strategy (.3); review and analyze issues re same (2.2).
01/28/25	Nick Anderson	2.10	Review, analyze proposed edits re cash collateral final order (1.2); research re potential objections re same (.9).
01/28/25	Jeff Michalik	2.40	Analyze and research issues re cash collateral approval strategy (1.8); conference with Morgan Lewis team re same (.4); review and analyze draft final cash collateral order (.2).
01/28/25	Anup Sathy, P.C.	0.80	Review and analyze cash collateral strategies re final order.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/25	Andy Veit, P.C.	0.80	Telephone conference with Centerview, A&M, A. Yenamandra, K&E team re cash collateral next steps.
01/28/25	Matt Waldrep	1.10	Conference with J. Michalik, K&E team re cash collateral order (.7); correspond with N. Anderson, K&E team re same (.3); review, analyze same (.1).
01/29/25	Nick Anderson	2.40	Conference with J. Michalik, K&E team re cash collateral final order considerations (1.2); draft, revise final order re same (1.2).
01/29/25	Alec Klimowicz	5.60	Review, analyze draft final cash collateral order (.4); research precedent re cash collateral final order objections (2.8); conference with J. Michalik, K&E team re cash collateral final order considerations (1.2); conference with K. Donahue re same (.7); review, analyze litigation considerations and coordinate with K&E team re same (.5).
01/29/25	Jeff Michalik	3.60	Conference with M. Waldrep, N. Anderson, A. Klimowicz re cash collateral objections, reply (1.2); analyze strategy re same (1.7); conference with Morgan Lewis team re cash collateral order (.4); correspond with M. Waldrep re same (.3).
01/29/25	Peter Ott	0.20	Review, analyze term cash proceeds notice.
01/29/25	Andy Veit, P.C.	0.80	Review, analyze term cash proceeds notice and information request (.2); review, analyze intercreditor provisions re same (.4); correspond with A. Yenamandra, K&E team re same (.2).
01/29/25	Matt Waldrep	4.80	Correspond with L. Blumenthal, K&E team re cash collateral order (.8); correspond with A. Klimowicz, K&E team re cash collateral reply (.5); conference with J. Michalik, K&E team re cash collateral reply (1.1); review, analyze cash collateral order (.9); review, revise same (1.1); correspond with J. Michalik, K&E team, U.S. Trustee, Cole Schotz re same (.4).
01/30/25	Nick Anderson	3.80	Research re cash collateral final order considerations (3.2); draft document re same (.6).
01/30/25	Alec Klimowicz	1.10	Research precedent re cash collateral objections.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/25	Jeff Michalik	2.20	Conference with A. Yenamandra re cash collateral strategy (.8); conference with Morgan Lewis team re same (.3); analyze intercreditor agreement re cash collateral strategy (1.1).
01/30/25	Anup Sathy, P.C.	0.50	Review and analyze cash collateral strategies re timeline.
01/30/25	Andy Veit, P.C.	0.80	Telephone conference with Centerview, A&M, and A. Yenamandra, K&E team re cash collateral next steps.
01/30/25	Matt Waldrep	1.00	Correspond with A. Klimowicz, K&E team, A&M re cash collateral order (.3); review, analyze issues re same (.5); research re same (.2).
01/30/25	Aparna Yenamandra, P.C.	0.50	Correspond with J. Michalik, K&E team re credit agreement matters.
01/31/25	Nick Anderson	3.90	Research re cash collateral final order considerations (1.3); draft document re same (1.7); conference with A. Klimowicz, K&E team re same (.9).
01/31/25	Alec Klimowicz	3.10	Conference with N. Anderson, K&E team re cash collateral objection considerations (.9); draft ABL reservation provisions summary (2.2).
01/31/25	Jeff Michalik	2.30	Conference with M. Waldrep re cash collateral order (.2); conference with B. Arnault, K&E team re cash collateral reply, objections (.5); review, revise cash collateral strategy talking points (.3); analyze cash collateral approval strategy (1.1); analyze cash collateral budget (.2).
01/31/25	Matt Waldrep	3.60	Correspond with A. Klimowicz, K&E team re cash collateral order (.2); conference with J. Michalik, K&E team re cash collateral reply (.8); correspond with J. Michalik, K&E team re same (.1); telephone conference with J. Michalik re same (.2); draft summary re same (2.3).
01/31/25	Michael C. Whalen	0.60	Correspond with A. Yenamandra and K&E team re cash collateral hearing strategy.
02/01/25	Alec Klimowicz	0.30	Correspond with B. Arnault, K&E team re cash collateral summaries.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/25	Anup Sathy, P.C.	0.60	Review and analyze cash collateral strategies re potential objections.
02/01/25	Anup Sathy, P.C.	0.50	Analyze performance issues re budget.
02/03/25	Jeff Michalik	1.80	Analyze cash collateral approval issues (.8); conference with A. Yenamandra re same (.4); correspond with M. Waldrep re cash collateral order (.2); analyze language requests from parties in interest re same (.4).
02/03/25	Matt Waldrep	4.20	Correspond with party in interest, Morgan Lewis, Choate, L. Blumenthal, K&E team re cash collateral order (1.6); review, analyze re same (.2); review, revise cash collateral order (.7); research re cash collateral order issues (1.2); review, analyze contract re cash collateral order (.5).
02/04/25	Alec Klimowicz	0.20	Review, analyze cash collateral order re landlord proposed language.
02/04/25	Jeff Michalik	1.40	Conference with A. Yenamandra re cash collateral strategy (.7); analyze issues re cash collateral order (.4); correspond with M. Waldrep re same (.3).
02/04/25	Anup Sathy, P.C.	0.80	Analyze cash collateral budget issues.
02/04/25	Andy Veit, P.C.	0.80	Conference with Centerview team, A&M team, A. Yenamandra, K&E team re cash collateral order.
02/04/25	Matt Waldrep	4.80	Review, revise cash collateral order (1.3); telephone conference with counterparty re cash collateral order (.3); correspond with J. Michalik, K&E team, Morgan Lewis, Choate, counterparties, A&M team re cash collateral order language (3.2).
02/05/25	Alec Klimowicz	1.70	Conference with M. Waldrep re landlord cash collateral comments (.3); review, analyze same (1.4).
02/05/25	Daniel Lewis, P.C.	0.30	Correspond with B. Kovach, K&E team re IP collateral matters.
02/05/25	Jeff Michalik	0.10	Correspond with M. Waldrep re cash collateral order.
02/05/25	Peter Ott	0.30	Correspond with M. Truedson re collateral review memorandum.
02/05/25	Andy Veit, P.C.	0.40	Correspond with P. Ott and L. Blumenthal re updated collateral review memorandum.

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02/05/25	Matt Waldrep	3.90	Correspond with J. Michalik, K&E team, Morgan Lewis, Choate, counterparty, A&M re cash collateral order (1.9); telephone conference with A. Klimowicz re same (.3); review, revise cash collateral (.7); review, analyze U.S. Trustee objection to cash collateral order (.5); research re same (.5).
02/06/25	Nick Anderson	5.20	Research re cash collateral objection reply (2.7); draft same (2.2); correspond with M. Waldrep, K&E team re same (.3).
02/06/25	Julia F. Burnson	0.40	Draft motion for leave to file late reply in support of cash collateral.
02/06/25	Alec Klimowicz	2.60	Review, analyze ad hoc term loan group's cash collateral objection (1.9); draft argument summary re same (.7).
02/06/25	Jeff Michalik	0.90	Conference with M. Waldrep re cash collateral order (.2); correspond with M. Waldrep re same (.3); analyze issues re same (.4).
02/06/25	Peter Ott	0.70	Correspond with M. Truedson re collateral review memorandum (.3); review, analyze final collateral review memorandum (.4).
02/06/25	Anup Sathy, P.C.	0.80	Review and analyze cash collateral edits re objections.
02/06/25	Anup Sathy, P.C.	0.90	Analyze term loan settlement issues.
02/06/25	Matt Truedson	3.20	Draft collateral review memorandum (2.8), correspond with B. Kovach re same (.2), correspond with P. Ott re same (.2).
02/06/25	Andy Veit, P.C.	1.60	Conference with Centerview team, A&M team, A. Yenamandra and K&E team re cash collateral order (.8); review, analyze revised draft collateral review memorandum (.5); correspond with P. Ott and L. Blumenthal re same (.3).
02/06/25	Matt Waldrep	9.60	Telephone conference with A&M re cash collateral order (.2); telephone conference with J. Michalik re same (.2); correspond with L. Blumenthal, K&E team, counterparty, A&M re cash collateral order (2.0); research re same (1.3); review, analyze same (.8); review, analyze cash collateral objections (2.8); draft cash collateral reply (1.3); review, revise same (1.0).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/25	Daniel Z. Weiss	1.00	Analyze and revise collateral review (.8); correspond with B. Kovach, K&E team re collateral review and intellectual property security agreements (.2).
02/07/25	Nick Anderson	2.60	Research re cash collateral objections (1.9); draft reply re same (.7).
02/07/25	Alec Klimowicz	5.40	Review, revise cash collateral reply (2.6); research re cash collateral reply precedent (2.4); correspond with J. Michalik, K&E team re same (.2); conference with M. Waldrep, N. Anderson re cash collateral reply (.2).
02/07/25	Jeff Michalik	0.40	Analyze cash collateral issues.
02/07/25	Anup Sathy, P.C.	1.30	Review and analyze cash collateral objections.
02/07/25	Matt Waldrep	6.40	Draft cash collateral reply (3.4); review, revise same (1.2); telephone conference with J. Michalik re same (.5); telephone conference with N. Anderson, K&E team re same (.4); review, revise cash collateral order (.3); correspond with Morgan Lewis, Choate, J. Michalik, K&E team, counterparty, A&M re same (.6).
02/08/25	Nick Anderson	9.30	Draft cash collateral objection reply (3.9); research re same (5.4).
02/08/25	Alec Klimowicz	11.70	Draft cash collateral reply (6.3); research precedent re cash collateral adequate protection (3.3); review, analyze cash collateral objections (2.1).
02/08/25	Peter Ott	0.90	Review draft agency agreements and existing loan documents and analyze issues re same.
02/08/25	Matt Waldrep	0.50	Review, analyze cash collateral objections.
02/09/25	Nick Anderson	3.40	Draft cash collateral objection reply (1.3); research re same (1.9); correspond with A. Klimowicz, M. Waldrep re same (.2).
02/09/25	Alec Klimowicz	2.60	Review, revise cash collateral reply.
02/09/25	Anup Sathy, P.C.	0.60	Analyze term lender strategies.
02/09/25	Matt Waldrep	1.70	Review, revise cash collateral reply (1.0); correspond with J. Michalik, K&E team re same (.1); research re same (.6).
02/10/25	Nick Anderson	0.40	Revise cash collateral objection reply.
02/10/25	Alec Klimowicz	0.70	Review, analyze cash collateral reply considerations.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/25	Peter Ott	0.40	Correspond with various parties re expense reimbursement for FILO agent and lenders in ABL credit agreement.
02/10/25	Anup Sathy, P.C.	0.70	Analyze term loan lender proposals and potential settlements.
02/10/25	Andy Veit, P.C.	0.40	Correspond with L. Blumenthal re FILO lender expense reimbursement requirements under credit agreement.
02/10/25	Matt Waldrep	2.10	Correspond with U.S. Trustee, L. Blumenthal, K&E team re cash collateral budget (.1); review, analyze intercreditor agreement (2.0).
02/11/25	Nick Anderson	2.20	Revise cash collateral objection reply.
02/11/25	Jeff Michalik	0.20	Analyze issues re budget.
02/11/25	Andy Veit, P.C.	0.80	Conference with Centerview team, A&M team, A. Yenamandra and K&E team re cash collateral order.
02/12/25	Nick Anderson	1.10	Revise cash collateral objection reply.
02/12/25	Jeff Michalik	0.60	Analyze issues re challenge deadline.
02/12/25	Matt Waldrep	1.30	Correspond with L. Blumenthal, K&E team, A&M team re fee estimates (.4); review, analyze interim cash collateral order (.2); draft cash collateral invoice summary (.7).
02/13/25	Nick Anderson	0.70	Revise cash collateral objection reply.
02/13/25	Jeff Michalik	0.60	Analyze issues re challenge deadline to cash collateral order (.4); correspond with KDW team, Morgan Lewis, Choate re same (.2).
02/13/25	Anup Sathy, P.C.	0.80	Review, analyze cash collateral budget and related administrative claim issues.
02/13/25	Matt Waldrep	1.40	Review, analyze replies to cash collateral objections.
02/14/25	Alec Klimowicz	2.10	Review, revise cash collateral reply.
02/14/25	Andy Veit, P.C.	0.80	Prepare for cash collateral hearing.
02/14/25	Matt Waldrep	0.20	Correspond with K. Meyer, K&E team, Cole Schotz re cash collateral hearing.
02/15/25	Nick Anderson	0.60	Revise cash collateral objection reply.
02/15/25	Alec Klimowicz	3.90	Review, revise cash collateral reply.
02/15/25	Jeff Michalik	0.20	Correspond with M. Waldrep re cash collateral hearing.
02/15/25	Matt Waldrep	0.70	Draft, revise cash collateral reply (.5); correspond with A. Klimowicz re same (.2).

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02/16/25	Nick Anderson	7.10	Revise cash collateral objection reply (3.6); research re same (3.3); correspond with A. Klimowicz, M. Waldrep re same (.2).
02/16/25	Alec Klimowicz	5.10	Review, revise cash collateral reply.
02/16/25	Matt Waldrep	3.10	Review, revise draft cash collateral reply (1.3); correspond with N. Anderson, K&E team re same (.4); review, analyze cash collateral objections (.6); review, analyze cash collateral replies (.2); research re same (.6).
02/17/25	Nick Anderson	5.90	Revise cash collateral objection reply (3.3); research re same (2.2); correspond with A. Klimowicz, M. Waldrep re same (.4).
02/17/25	Alec Klimowicz	7.30	Review, revise cash collateral reply (3.7); research re same (3.2); correspond with L. Blumenthal, K&E team re same (.4).
02/17/25	Matt Waldrep	5.30	Review, analyze draft cash collateral reply (.7); review, revise same (2.3); research re same (1.8); correspond with N. Anderson, K&E team re same (.5).
02/17/25	Daniel Z. Weiss	0.20	Review, analyze cash collateral, financing issues.
02/18/25	Andy Veit, P.C.	1.30	Telephone conference with Centerview team, A&M team, A. Yenamandra and K&E team re cash collateral order (.8); review, analyze draft markup of plan re cash collateral issues (.5).
02/19/25	Nick Anderson	1.90	Draft motion for leave to file late reply to cash collateral objections.
02/19/25	Lindsey Blumenthal	1.50	Review, analyze issues re final cash collateral order.
02/19/25	Anup Sathy, P.C.	0.70	Analyze cash collateral issues re wind down.
02/19/25	Matt Waldrep	1.50	Correspond with L. Blumenthal, K&E team re cash collateral invoices (.6); review, revise motion to shorten cash collateral reply (.6); conference with L. Blumenthal re cash collateral order (.3).
02/20/25	Nick Anderson	3.10	Conference with M. Waldrep, A. Klimowicz re cash collateral order issues (.7); research re same (2.4).
02/20/25	Alec Klimowicz	2.90	Review, analyze cash collateral order (.6); review, analyze term loan credit agreement (1.6); conference with N. Anderson, K&E team re cash collateral order issues (.7).

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02/20/25	Peter Ott	0.30	Respond to questions re ABL and FILO payoff and intercreditor agreements.
02/20/25	Matt Truedson	0.60	Correspond with M. Waldrep re payoff process for ABL/FILO facility (.3); review, analyze loan documents and summarize payoff process (.3).
02/20/25	Andy Veit, P.C.	1.80	Correspond with M. Truedson re ABL/FILO payoff and termination of intercreditor agreement (.5); review, analyze intercreditor agreement (.5); conference with Centerview team, A&M team, A. Yenamandra and K&E team re cash collateral (.8).
02/20/25	Matt Waldrep	4.30	Correspond with L. Blumenthal K&E team re cash collateral invoices (.3); review, analyze cash collateral order issues (1.2); conference with N. Anderson, K&E team re same (.7); review, analyze bid re same (.8); review, analyze cash collateral order (1.3).
02/21/25	Nick Anderson	3.10	Research re cash collateral final order issues (2.9); correspond with M. Waldrep, A. Klimowicz re same (.2).
02/21/25	Peter Ott	0.30	Correspond with various parties re ABL and FILO indemnity.
02/21/25	Andy Veit, P.C.	0.60	Correspond with M. Truedson, A. Yenamandra re indemnification provisions in term loan credit agreement.
02/21/25	Matt Waldrep	0.90	Correspond with L. Blumenthal, A&M team, landlord counsel re cash collateral objection (.3); review, analyze same (.6).
02/22/25	Alec Klimowicz	0.60	Review, analyze cash collateral order.
02/23/25	Jeff Michalik	1.10	Analyze issues re cash collateral order (.7); correspond with M. Waldrep, K&E team re same (.4).
02/23/25	Peter Ott	0.20	Correspond with various parties re ABL and FILO payoff.
02/23/25	Matt Waldrep	2.40	Review, analyze cash collateral order (.3); review, revise re same (1.3); correspond with J. Michalik, K&E team re same (.4); correspond with L. Blumenthal, K&E team re FILO payoff letter (.4).
02/23/25	Aparna Yenamandra, P.C.	0.80	Telephone conferences with term lenders' counsel re settlement, cash collateral matters.
02/24/25	Olivia Acuna	1.80	Review, revise cash collateral reply.

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 JOANN Inc.
 Cash Collateral

Invoice Number: 1050116070
 Matter Number: 58106-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/25	Nick Anderson	0.30	Revise cash collateral objection reply.
02/24/25	Lindsey Blumenthal	1.80	Conference with M. Waldrep, landlord counsel, A&M re cash collateral (.5); conference with U.S. Trustee re same (.3); correspond with landlord counsel re objection resolution (1.0).
02/24/25	Jeff Michalik	1.80	Review and analyze issues re cash collateral order, informal objections (1.2); correspond with M. Waldrep re same (.4); conference with A&M team re segregated cash reserves (.2).
02/24/25	Peter Ott	0.20	Coordinate re outstanding ABL payoff items.
02/24/25	Anup Sathy, P.C.	0.80	Analyze cash collateral matters.
02/24/25	Matt Truedson	0.70	Telephone conference with ABL agent and ABL agent's counsel re payoff of facility.
02/24/25	Andy Veit, P.C.	0.40	Correspond with M. Waldrep and Choate team re FILO payoff letter.
02/24/25	Matt Waldrep	6.10	Correspond with A. Yenamandra, K&E team, GDC, ArentFox, A&M re cash collateral order (1.6); review, analyze same (.4); review, revise same (2.1); draft summary re same (.4); telephone conference with J. Michalik, A&M team re same (.2); telephone conference with L. Blumenthal, landlord counsel re same (.1); telephone conference with L. Blumenthal, landlord counsel, A&M team re same (.5); correspond with B. Arnault, K&E team, A&M, Centerview re cash collateral hearing (.8).
02/24/25	Aparna Yenamandra, P.C.	1.70	Telephone conferences with term lenders, ABL lenders re cash collateral matters (1.1); revise cash collateral order re same (.3); telephone conference with J. Michalik re same (.3).
02/25/25	Nick Anderson	0.60	Revise cash collateral objection reply.
02/25/25	Alec Klimowicz	0.50	Review, analyze notice of final cash collateral order.
02/25/25	Jeff Michalik	1.30	Review and analyze issues re cash collateral order and mechanics (.7); analyze cash collateral budget (.6).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Cash Collateral

Invoice Number: 1050116070
 Matter Number: 58106-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/25	Peter Ott	1.20	Coordinate re outstanding ABL payoff items (.3); review, analyze existing loan documents and respond to questions re term loan consent rights (.5); review, analyze existing loan documents (.2); correspond with various parties re interest accrual on make whole amount (.2).
02/25/25	Matt Truedson	4.10	Revise ABL payoff letter (1.2); correspond with A. Veit re same (.3); revise FILO payoff letter (1.0); review draft release filings (1.6).
02/25/25	Andy Veit, P.C.	3.50	Correspond with M. Truedson and P. Ott re lender consent rights (.5); review, analyze credit agreement and intercreditor agreement re same (.5); review, analyze draft payoff letter (.3); correspond with M. Truedson re same (.2); review, analyze draft markup of payoff letter (.3); correspond with M. Truedson re same (.3); review, analyze FILO payoff calculation and credit agreement provisions re same (.8); draft summary of make-whole calculation and related provisions (.6).
02/25/25	Matt Waldrep	7.40	Telephone conference with J. Michalik, taxing authority counsel re cash collateral order (.2); correspond with J. Michalik, taxing authority counsel re cash collateral order (.2); correspond with L. Blumenthal, K&E team, A&M team re cash collateral fee estimates (.3); review, analyze revised budget (.2); correspond with L. Blumenthal, K&E team, A&M team re same (.2); draft summary re cash collateral considerations (.2); review, analyze cash collateral order (1.4); review, revise re same (3.1); correspond with J. Michalik, K&E team, various counterparties, U.S. Trustee re same (.9); review, analyze cash collateral reply (.5); correspond with N. Anderson, K&E team re same (.2).
02/25/25	Aparna Yenamandra, P.C.	0.70	Correspond with J. Michalik, K&E team re cash collateral budget, order.
02/26/25	Olivia Acuna	0.60	Review, revise cash collateral reply.
02/26/25	Nick Anderson	0.80	Revise cash collateral objection reply.
02/26/25	Alec Klimowicz	0.20	Review, analyze final cash collateral order.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Cash Collateral

Invoice Number: 1050116070
 Matter Number: 58106-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/26/25	Daniel Lewis, P.C.	0.30	Review, analyze debt finance matters re cash collateral.
02/26/25	Peter Ott	1.40	Coordinate re outstanding ABL payoff items.
02/26/25	Matt Truedson	3.80	Review and revise ABL payoff letter (.8); review and revise draft release documents (1.2); correspond with A. Yenamandra re payoff amounts (.3); review, revise FILO payoff letter (1.5).
02/26/25	Andy Veit, P.C.	2.80	Correspond with M. Truedson and P. Ott re payoff letters (.7); correspond with A. Yenamandra and K&E team re same (.4); review, analyze revised draft payoff letters (.3); coordinate execution of same (1.4).
02/26/25	Matt Waldrep	3.50	Review, analyze comments re cash collateral order (.4); review, revise same (1.1); draft filing version re same (.6); correspond with J. Michalik, K&E team, various counterparties, U.S. Trustee, Cole Schotz re same (.5); draft, revise notice re same (.4); correspond with N. Anderson, K&E team re same (.3); review, revise budget (.2).
02/26/25	Daniel Z. Weiss	1.10	Analyze and review payoff letter and documents.
02/27/25	Peter Ott	0.60	Coordinate re outstanding ABL payoff items.
02/27/25	Matt Truedson	3.30	Correspond with ABL agent's counsel re payoff (.5); correspond with FILO agent's counsel re payoff (1.3); correspond with A. Yenamandra re payoff (.8); correspond with A&M re payoff (.7).
02/27/25	Andy Veit, P.C.	1.50	Coordinate flow of funds and related debt payoff and terminations.
02/27/25	Daniel Z. Weiss	0.90	Review, analyze ABL and FILO payoff documents.
02/28/25	Robert D. Mason	0.50	Review, analyze Bank of America payoff letter (.3); prepare UCC-3 terminations for filing (.2).
02/28/25	Peter Ott	0.20	Coordinate re outstanding ABL payoff items.
02/28/25	Anup Sathy, P.C.	0.70	Analyze cash collateral issues re budget.
02/28/25	Rob Soneson	7.00	Prepare and file intellectual property security interest releases with United States Patent and Trademark Office and United States Copyright Office (6.2); correspond with B. Kovach re same (.8).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Cash Collateral

Invoice Number: 1050116070
Matter Number: 58106-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/28/25	Matt Truedson	0.50	Prepare ABL release documents for filing.
02/28/25	Andy Veit, P.C.	0.20	Correspond with M. Truedson re terminations and releases.
Total		357.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116071

Client Matter: 58106-7

In the Matter of Cash Management

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 10,434.50

Total legal services rendered

\$ 10,434.50

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Cash Management

Invoice Number: 1050116071
Matter Number: 58106-7

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nick Stratman	8.90	1,065.00	9,478.50
Matt Waldrep	0.80	1,195.00	956.00
TOTALS	9.70		\$ 10,434.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Cash Management

Invoice Number: 1050116071
 Matter Number: 58106-7

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/25	Nick Stratman	1.20	Research, analyze precedent re final cash management order comments.
01/23/25	Nick Stratman	0.20	Revise cash management final order.
01/29/25	Nick Stratman	1.30	Review, analyze third party comments re cash management order (1.0); correspond with M. Waldrep, K&E team re same (.3).
01/30/25	Nick Stratman	1.20	Correspond with M. Waldrep, K&E team re cash management final order (.3); review, analyze third party comments re same (.9).
01/31/25	Nick Stratman	0.50	Revise cash management order.
01/31/25	Matt Waldrep	0.80	Review, revise cash management order.
02/03/25	Nick Stratman	1.40	Review, revise cash management order (.6); review, analyze correspondence and comments from third parties re same (.8).
02/04/25	Nick Stratman	0.70	Review, analyze cash management final order comments (.5); revise same (.2).
02/05/25	Nick Stratman	0.80	Draft cash management COC.
02/06/25	Nick Stratman	0.80	Revise cash management final order for lender comments (.4); revise COC re same (.4).
02/07/25	Nick Stratman	0.80	Review, revise cash management COC.
Total		9.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116072

Client Matter: 58106-8

In the Matter of Automatic Stay Issues

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 19,261.50

Total legal services rendered

\$ 19,261.50

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Automatic Stay Issues

Invoice Number: 1050116072
Matter Number: 58106-8

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	4.90	1,465.00	7,178.50
Devon N. Chenelle	6.70	880.00	5,896.00
Jeff Michalik	2.30	1,735.00	3,990.50
Matt Waldrep	1.20	1,195.00	1,434.00
Michael C. Whalen	0.50	1,525.00	762.50
TOTALS	15.60		\$ 19,261.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Automatic Stay Issues

Invoice Number: 1050116072
 Matter Number: 58106-8

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/17/25	Olivia Acuna	2.20	Draft automatic stay violation letter (.5); review, revise same (.8); correspond with N. Anderson, M. Waldrep re same (.9).
01/17/25	Jeff Michalik	0.30	Conference with M. Waldrep, N. Anderson re automatic stay violations (.1); analyze issues re same (.2).
01/21/25	Olivia Acuna	0.90	Review, revise automatic stay violation letter.
01/21/25	Jeff Michalik	1.20	Review and revise automatic stay violation letter (.8); correspond with O. Acuna re same (.1); analyze issues re same (.3).
01/21/25	Matt Waldrep	0.50	Correspond with N. Anderson, K&E team re automatic stay issues (.2); research re same (.3).
01/22/25	Jeff Michalik	0.20	Review, analyze issues, response strategy re automatic stay violations.
01/28/25	Devon N. Chenelle	3.60	Research precedent re automatic stay violations (3.3), correspond with M. Waldrep re same (.3).
01/29/25	Devon N. Chenelle	3.10	Research precedent re set offs re automatic stay (2.9); correspond with L. Blumenthal, K&E team re same (.2).
01/30/25	Matt Waldrep	0.10	Review, analyze lift stay motion.
01/31/25	Olivia Acuna	0.30	Telephone conference with M. Whalen, K&E team re lift stay reply (.2); prepare for same (.1).
01/31/25	Jeff Michalik	0.60	Conference with L. Blumenthal, O. Acuna, M. Whalen re lift stay request (.2); analyze issues, strategy re same (.4).
01/31/25	Michael C. Whalen	0.50	Correspond with L. Blumenthal and K&E team re lift stay strategy.
02/05/25	Olivia Acuna	0.20	Correspond with Cole Schotz re lift stay motion.
02/05/25	Matt Waldrep	0.40	Review, analyze lift stay motion (.2); correspond with O. Acuna, A&M re same (.2).
02/18/25	Matt Waldrep	0.10	Correspond with A&M team, L. Blumenthal, K&E team re potential stay violation.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116072
Matter Number: 58106-8

Automatic Stay Issues

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/20/25	Olivia Acuna	1.30	Correspond with Cole Schotz re automatic stay issues (.3); analyze correspondence from counterparty re same (.7); correspond with A&M team, L. Blumenthal re same (.3).
02/28/25	Matt Waldrep	0.10	Review, analyze automatic stay violation letter.
Total		15.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116073

Client Matter: 58106-9

In the Matter of Asset Sales/Section 363/Use, Sale, & Disposition of Property

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 1,595,486.50

Total legal services rendered

\$ 1,595,486.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	115.30	1,465.00	168,914.50
Bill Arnault, P.C.	11.50	2,015.00	23,172.50
Lindsey Blumenthal	138.60	1,525.00	211,365.00
Julia F. Burnson	1.10	685.00	753.50
Devon N. Chenelle	10.60	880.00	9,328.00
Jacob R. Clark	1.60	1,725.00	2,760.00
Bernadette Coppola	0.40	1,725.00	690.00
Kaitlan Donahue	148.40	880.00	130,592.00
John Thomas Goldman	0.50	2,295.00	1,147.50
Liz Ji	2.40	1,395.00	3,348.00
Maggie Kate King	1.90	1,375.00	2,612.50
Kathleen Vera Kinsella	1.00	1,525.00	1,525.00
Ben Kovach	4.70	1,195.00	5,616.50
Christian Mancino	1.90	395.00	750.50
Kelly Meyer	210.80	1,065.00	224,502.00
Jeff Michalik	119.00	1,735.00	206,465.00
Samantha R. Morelli	0.90	1,815.00	1,633.50
Tyler Nappo	1.30	880.00	1,144.00
Dan O'Connor	18.10	1,465.00	26,516.50
Peter Ott	0.80	1,725.00	1,380.00
Joshua Raphael	33.80	1,195.00	40,391.00
Maayan Sachs	0.20	1,195.00	239.00
Anup Sathy, P.C.	75.70	2,595.00	196,441.50
Rob Soneson	7.50	685.00	5,137.50
Josh Sussberg, P.C.	2.50	2,595.00	6,487.50
Steve Toth	14.10	2,045.00	28,834.50
Andy Veit, P.C.	2.00	2,175.00	4,350.00
Kruthi Venkatesh	18.50	1,195.00	22,107.50
Matt Waldrep	4.80	1,195.00	5,736.00
Nicholas Warther	0.70	1,825.00	1,277.50
Daniel Z. Weiss	0.30	880.00	264.00
Kurt J. Wunderlich	0.60	2,045.00	1,227.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Aparna Yenamandra, P.C.	121.10	1,995.00	241,594.50
Andrew Zhang	0.50	925.00	462.50
James Ziemba	19.00	880.00	16,720.00
TOTALS	1,092.10		\$ 1,595,486.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Kaitlan Donahue	3.40	Review, revise bidding procedures (1.1); review, revise bidding procedures motion (1.2); review, revise bidding procedures order (1.1).
01/15/25	John Thomas Goldman	0.50	Correspond with K&E team, L. Blumenthal re case status and next steps, stalking horse agreement.
01/15/25	Ben Kovach	0.20	Review, revise intellectual property schedules.
01/15/25	Jeff Michalik	1.30	Analyze and revise stalking horse agency agreement.
01/15/25	Anup Sathy, P.C.	0.90	Analyze sale options and alternative bidder issues.
01/16/25	Olivia Acuna	0.90	Review, revise NDAs re comments from potential purchasers (.5); correspond with Centerview team re same (.4).
01/16/25	Kaitlan Donahue	0.30	Revise bid procedure pleadings re comments from Morgan Lewis.
01/16/25	Ben Kovach	0.50	Review and analyze data privacy policies.
01/17/25	Kelly Meyer	1.90	Review, analyze sale process NDAs (1.1); revise NDA summary chart re same (.7); correspond with L. Blumenthal, K&E team re same (.1).
01/17/25	Anup Sathy, P.C.	0.70	Analyze 503(b)(9) issues and strategies.
01/17/25	Anup Sathy, P.C.	0.70	Review and analyze sale strategies re alternative bidders.
01/19/25	Olivia Acuna	0.50	Review, revise NDA re counterparty comments.
01/19/25	Anup Sathy, P.C.	0.50	Review and analyze bid strategies.
01/20/25	Kaitlan Donahue	0.50	Review, analyze consent right matters re bidding procedures (.3); revise bid procedures and order re same (.2).
01/20/25	Jeff Michalik	0.90	Review and analyze issues re sale process, timeline.
01/20/25	Maayan Sachs	0.20	Review, analyze and mark up purchase agreement.
01/20/25	Anup Sathy, P.C.	0.80	Analyze sale timeline and potential litigation strategies.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/20/25	Anup Sathy, P.C.	0.90	Review and analyze revised plan re potential bidders.
01/20/25	Aparna Yenamandra, P.C.	0.40	Telephone conference with Gibson re cleansing matters (.3); correspond with Centerview re same (.1).
01/21/25	Olivia Acuna	1.20	Telephone conference with privacy expert re bidding procedures (.5); review, revise NDA re counterparty comments (.4); telephone conference with S. Golden re consumer privacy (.3).
01/21/25	Kaitlan Donahue	0.40	Revise bid procedures re comments from Morgan Lewis (.1); draft objections process re bid procedures objections (.3).
01/21/25	Kelly Meyer	1.10	Review, analyze sale process NDAs (1.0); correspond with O. Acuna, K&E team re same (.1).
01/21/25	Jeff Michalik	0.70	Analyze sale issues, timeline.
01/21/25	Tyler Nappo	0.10	Review and analyze virtual data room uploads for competitively sensitive information.
01/21/25	Anup Sathy, P.C.	0.90	Review and analyze sale strategies.
01/22/25	Olivia Acuna	0.50	Correspond with A. Smith, Company, Company advisors re privacy policies related to bidding procedures.
01/22/25	Kaitlan Donahue	0.30	Review, revise notice of potential sale hearing.
01/22/25	Jeff Michalik	0.90	Review and revise conditional notice of sale hearing (.3); conference with A. Yenamandra re sale issues (.2); analyze issues, strategy re Centerview marketing process (.4).
01/22/25	Samantha R. Morelli	0.90	Analyze clean team agreement (.8); correspond with T. Nappo re same (.1).
01/22/25	Tyler Nappo	0.10	Review and analyze correspondence with S. Morelli, K&E team re clean team agreement.
01/22/25	Anup Sathy, P.C.	0.90	Review and analyze sale issues re bid schedule.
01/22/25	Aparna Yenamandra, P.C.	0.30	Telephone conference with ABL counsel re updates.
01/23/25	Olivia Acuna	0.50	Correspond with Company, L. Blumenthal re NDA.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/25	Lindsey Blumenthal	2.40	Conference with J. Michalik, advisors re sale status (.5); review, analyze NDAs re sale process (.6); coordinate with sale counterparty re clean team agreement (1.3).
01/23/25	Kaitlan Donahue	0.20	Review, revise notice of potential sale hearing.
01/23/25	Tyler Nappo	0.50	Review and analyze virtual data room uploads for potential competitively sensitive information (.3); correspond with S. Morelli re same (.1); correspond with Centerview re same (.1).
01/23/25	Anup Sathy, P.C.	1.30	Review and analyze sale strategies re potential bids.
01/23/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with Centerview, A&M teams, J. Michalik, K&E team re cash collateral (.3); review, revise conditional notice (.2).
01/24/25	Olivia Acuna	0.90	Review, revise NDAs re counterparty comments.
01/24/25	Lindsey Blumenthal	3.00	Review, analyze bidding procedures (1.9); review, analyze NDAs re sale process (.5); correspond with Company advisors re diligence requests (.6).
01/24/25	Julia F. Burnson	1.10	Draft sale order.
01/24/25	Kaitlan Donahue	1.10	Revise bid procedures re timeline updates (.2); revise bid procedures order re same (.2); correspond with Cole Schotz re same (.2); revise notice of potential sale hearing re same (.2); correspond with L. Blumenthal re same (.2); correspond with J. Raphael re service of same (.1).
01/24/25	Kelly Meyer	2.10	Review, revise sale process NDAs (1.8); correspond with O. Acuna, K&E team re same (.3).
01/24/25	Anup Sathy, P.C.	0.90	Review and analyze sale strategies and timing.
01/24/25	Anup Sathy, P.C.	0.50	Review and analyze landlord matters re potential sale.
01/25/25	Steve Toth	0.60	Analyze and respond to correspondence re APA.
01/25/25	Aparna Yenamandra, P.C.	0.40	Correspond with J. Michalik, K&E team, Centerview re sale matters.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/26/25	Olivia Acuna	0.40	Correspond with K. Meyer re NDA (.2); review, revise same (.2).
01/26/25	Anup Sathy, P.C.	0.90	Review and analyze sale strategies.
01/27/25	Olivia Acuna	1.10	Review, revise NDA.
01/27/25	Kaitlan Donahue	7.10	Review, analyze comments from contract counterparties re bid procedures order (.6); draft responses to contract counterparties re same (.7); research re draft stalking horse sale order (1.9); draft stalking horse sale order (3.9).
01/27/25	Kelly Meyer	5.90	Review, analyze sale NDAs (5.6); correspond with O. Acuna, K&E team re same (.3).
01/27/25	Jeff Michalik	0.80	Conference with L. Blumenthal re agency agreement (.2); review and analyze issues re sale process (.6).
01/27/25	Anup Sathy, P.C.	0.70	Telephone conference with Centerview, A&M teams re sale timeline and bids.
01/28/25	Olivia Acuna	0.30	Review, analyze comments to NDA from counterparty (.2); correspond with K. Meyer re same (.1).
01/28/25	Lindsey Blumenthal	2.30	Correspond with O. Acuna, K&E team re sale process (.5); conference with advisors re same (.5); review, revise NDAs (.7); correspond with Centerview, A&M teams re sale status (.6).
01/28/25	Lindsey Blumenthal	1.50	Review, analyze U.S. Trustee comments re bidding procedures.
01/28/25	Kaitlan Donahue	4.30	Draft stalking horse sale order (3.7); research re same (.6).
01/28/25	Kelly Meyer	3.10	Review, analyze NDAs (2.6); conference with J. Michalik, K&E team re sale process (.5).
01/28/25	Jeff Michalik	0.40	Review and analyze U.S. Trustee comments to bid procedures, stalking horse agency agreement.
01/28/25	Dan O'Connor	0.80	Telephone conference with Centerview, A&M, S. Toth, L. Blumenthal, K&E team re transaction matters (.5); telephone conference with S. Toth and K. Venkatesh re transaction matters (.3).
01/28/25	Anup Sathy, P.C.	0.90	Analyze potential alternative bid structures.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/25	Steve Toth	0.90	Telephone conference with Centerview, L, Blumenthal, K&E team, A&M re sale process (.6); conference with D. O'Connor, K&E team re transaction status (.3).
01/28/25	Kruthi Venkatesh	1.50	Telephone conference with Company re sale process (1.0); correspond with S. Toth, K&E team re same (.5).
01/28/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with Katten re sale timeline matters.
01/29/25	Lindsey Blumenthal	1.80	Review, analyze issues re bidding procedures.
01/29/25	Kaitlan Donahue	2.70	Review, analyze comments from U.S. Trustee re bid procedures (.5); research re same (1.2); draft responses to same (.3); conference with J. Michalik re stalking horse sale order, related cash collateral considerations (.7).
01/29/25	Kelly Meyer	7.60	Review, revise NDAs (3.9); correspond with counterparties re same (.5); correspond with L. Blumenthal, K&E team re same (.7); review, analyze bid procedures objections (1.5); conference with K. Donahue re bid procedures objections (.8); telephone conference with L. Blumenthal, K&E team re same (.2).
01/29/25	Jeff Michalik	1.10	Review and analyze issues, strategy re sale process, stalking horse agency agreement.
01/29/25	Dan O'Connor	1.70	Correspond with L. Blumenthal re transaction matters (.5); review, analyze VDR materials re disclosure schedules (.3); correspond with Company re escrow matters (.4); review, analyze escrow KYC matters (.5).
01/29/25	Anup Sathy, P.C.	1.20	Review and analyze sale strategies and potential bids.
01/29/25	Anup Sathy, P.C.	0.40	Review and analyze 503(b)(9) strategies.
01/30/25	Olivia Acuna	0.60	Correspond with K. Meyer, K. Donahue, L. Blumenthal re bidding procedures, order comments.
01/30/25	Lindsey Blumenthal	3.90	Correspond with J. Michalik, K&E team, Company advisors re sale objections (2.4); review, analyze comments re bidding procedures (1.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/25	Kaitlan Donahue	3.20	Review, analyze U.S. Trustee comments re bid procedures (2.2); research re same (.6); correspond with L. Blumenthal, K&E team re same (.4).
01/30/25	Kelly Meyer	5.60	Review, analyze sale order (2.7); review, analyze precedent re same (2.9).
01/30/25	Jeff Michalik	1.60	Analyze issues re collateral abandonment (.6); conference with A. Yenamandra, L. Blumenthal re same (.3); review and analyze sale strategy, marketing process issues (.7).
01/30/25	Dan O'Connor	1.90	Telephone conference with Centerview, A&M, S. Toth, K&E team re transaction matters (.5); review, analyze letter of intent (.4); prepare escrow agreement (.6); correspond with Company re same (.4).
01/30/25	Anup Sathy, P.C.	0.80	Review and analyze sale timing and strategies.
01/30/25	Josh Sussberg, P.C.	0.40	Correspond with A. Yenamandra re sale proposal (.1); review, analyze sale proposal (.2); correspond with A. Yenamandra re UCC matters (.1).
01/30/25	Steve Toth	0.40	Conference with A. Yenamandra re potential bidders (.2); telephone conference with Centerview, A&M, A. Yenamandra, K&E team re same (.2).
01/30/25	Kruthi Venkatesh	5.80	Telephone conference with Company, L. Blumenthal, K&E team re sale process (.5); review, analyze data room to assess documents provided (.7); draft disclosure schedules (4.6).
01/30/25	Kurt J. Wunderlich	0.30	Review, analyze Hart-Scott-Rodino filing considerations.
01/30/25	Aparna Yenamandra, P.C.	0.90	Telephone conference with Centerview re bids (.3); correspond with J. Michalik, K&E team re same (.6).
01/30/25	Aparna Yenamandra, P.C.	1.30	Telephone conference with Gibson re next steps (.5); telephone conference with A&M, Centerview, L. Blumenthal, K&E team re sale process (.5); telephone conference with Centerview re follow-up re same (.3).

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01/31/25	Olivia Acuna	0.40	Participate in portion of telephone conference with J. Michalik, K&E team re bidding procedures.
01/31/25	Lindsey Blumenthal	1.40	Review, analyze comments re sale (.7); conference with J. Michalik, K&E team re sale strategy (.7).
01/31/25	Kaitlan Donahue	4.20	Correspond with contract counterparties re comments to bid procedures (.5); research re bid procedures (1.6); review, analyze U.S. Trustee comments re same (1.1); telephone conference with L. Blumenthal, K&E team re bid procedures, stalking horse sale order (.8); correspond with U.S. Trustee re bid procedures (.2).
01/31/25	Kelly Meyer	0.80	Telephone conference with J. Michalik, K&E team re sale process next steps.
01/31/25	Jeff Michalik	1.30	Conference with L. Blumenthal, K&E team re bid procedures, sale objections, strategy (.8); review and analyze issues re same (.5).
01/31/25	Dan O'Connor	1.80	Review and revise shell disclosure schedules (1.1); correspond with K. Venkatesh re same (.4); correspond with Company re escrow matters (.3).
01/31/25	Joshua Raphael	0.80	Conference re L. Blumenthal, K&E team re bidding procedures.
01/31/25	Anup Sathy, P.C.	0.80	Review and analyze alternative sale bids.
01/31/25	Anup Sathy, P.C.	1.20	Review and analyze sale strategies re bidders.
01/31/25	Kruthi Venkatesh	2.40	Review, revise APA disclosure schedules.
01/31/25	Kurt J. Wunderlich	0.30	Review, analyze Hart-Scott-Rodino filing considerations.
01/31/25	Aparna Yenamandra, P.C.	0.70	Telephone conference with Katten re sale matters (.4); telephone conference with Centerview re same (.3).
02/01/25	Kaitlan Donahue	2.30	Review, revise bid procedures (.8); revise bid procedures order (.9); research re same (.6).
02/02/25	Kaitlan Donahue	4.30	Draft stalking horse sale order (3.7); research re same (.6).
02/02/25	Christian Mancino	1.10	Research precedent re bidding procedures objection reply (.6); research precedent re sale order objection reply (.5).
02/02/25	Kelly Meyer	0.50	Review, analyze bid procedures, sale order.

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02/02/25	Anup Sathy, P.C.	0.80	Review and analyze sale strategies.
02/02/25	Anup Sathy, P.C.	0.70	Analyze term loan lender objections to sale.
02/03/25	Olivia Acuna	3.00	Telephone conference with K. Meyer re sale order (.4); review, revise bidding procedures (1.9); analyze comments from various parties re bidding procedures (.4); analyze correspondence from S. Toth, K&E team re same (.3).
02/03/25	Lindsey Blumenthal	1.40	Correspond with S. Toth, re sale preparation and status (.3); review, analyze informal objections re bidding procedures (1.1).
02/03/25	Kaitlan Donahue	6.50	Telephone conference with U.S. Trustee, J. Michalik, K&E team re bid procedures and order (.5); review, analyze U.S. Trustee comments re bid procedures and order (.8); summarize same (.6); correspond with A&M re U.S. Trustee comments to stalking horse agreement (.3); revise Kielty declaration in support of bid procedures (.8); review, analyze various landlord counterparty comments re bid procedures and order (1.8); research re bid procedures (1.7).
02/03/25	Kelly Meyer	1.60	Telephone conference with O. Acuna re sale order next steps (.4); correspond with O. Acuna, K&E team re same (.8); telephone conference with L. Blumenthal, K&E team, U.S. Trustee re bid procedures objections (.4).
02/03/25	Jeff Michalik	0.80	Conference with Katten re stalking horse agency agreement (.2); conference with A&M re same (.2); analyze issues re same (.4).
02/03/25	Dan O'Connor	0.40	Correspond with A&M, Company re disclosure schedule matters.
02/03/25	Anup Sathy, P.C.	1.30	Review and analyze sale objections and potential settlements.
02/03/25	Aparna Yenamandra, P.C.	1.30	Correspond with various creditor advisors re settlement matters (.6); correspond with J. Michalik, K&E team re sale matters (.7).
02/04/25	Olivia Acuna	3.50	Telephone conference with K. Donahue re bidding procedures (.6); analyze comments re same (1.1); review, revise re same (1.8).

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02/04/25	Lindsey Blumenthal	3.10	Conference with J. Michalik, O. Acuna re sale strategy (.5); conference with J. Michalik, advisors re same (.8); review, analyze sale related objections (1.8).
02/04/25	Kaitlan Donahue	6.60	Telephone conference with O. Acuna re bid procedures, comments from various counterparties (1.0); review, analyze comments from landlord counterparties re bid procedures (1.8); correspond with L. Blumenthal, O. Acuna re same (.5); review, analyze objections to bid procedures (1.0); draft summary re same (.4); correspond with O. Acuna re same (.4); correspond with Cole Schotz re reply deadline (.3); draft bid procedures reply outline (1.2).
02/04/25	Kelly Meyer	5.50	Telephone conference with A&M, O. Acuna, K&E team re agency agreement (.3); conference with M. Waldrep re cash collateral budget re same (.5); correspond with counterparty, A&M, O. Acuna, K&E team re same (.8); review, analyze bid procedures and contract procedures objections (3.9).
02/04/25	Jeff Michalik	2.70	Review and analyze strategy re sale approval, timing (2.4); review and analyze objection to bidding procedures (.3).
02/04/25	Dan O'Connor	0.50	Telephone conference with Centerview, A&M team, S. Toth, K&E team re transaction matters.
02/04/25	Anup Sathy, P.C.	0.90	Review, analyze sale objections and alternative bid options.
02/04/25	Steve Toth	0.90	Telephone conference with L. Blumenthal, K&E team, Centerview and A&M teams re sale updates.
02/04/25	Kruthi Venkatesh	1.30	Telephone conference with L. Blumenthal, K&E team, Company re sale issues (.5); correspond with L. Blumenthal, K&E team re disclosure schedules (.8).
02/04/25	Matt Waldrep	0.70	Correspond with K. Meyer re agency agreement (.4); conference with K. Meyer, K&E team, A&M re agency agreement (.3).

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02/04/25	Aparna Yenamandra, P.C.	4.10	Telephone conference with Centerview, A&M, Company advisors re ongoing updates (.6); correspond with creditors' advisors re sale, settlement efforts (1.4); telephone conferences with creditors' advisors, Company advisors re same (2.1).
02/05/25	Olivia Acuna	9.20	Correspond with J. Raphael re store closing motion (.6); telephone conference with privacy declarant, L. Blumenthal re bidding procedures (.3); correspond with privacy declarant re sale (.4); telephone conference with J. Raphael, Cole Schotz re store closing (.4); review, revise bidding procedures (3.9); analyze precedent re same (2.6); correspond with K. Donahue re same (.6); telephone conference with Company, Centerview team, K. Meyer re NDA (.4).
02/05/25	Lindsey Blumenthal	2.10	Review, analyze sale objections (1.5); correspond with O. Acuna, K&E team re same (.6).
02/05/25	Kaitlan Donahue	7.60	Review, analyze comments from various landlord counterparties re bid procedures and order (1.2); correspond with O. Acuna re same (.6); correspond with L. Blumenthal re same (.3); revise bid procedures and order re same (1.8); correspond with various landlord counterparties re bid procedures and order (.5); research re bid procedures (1.9); revise bid procedures and order (1.3).
02/05/25	Ben Kovach	1.00	Review and analyze intellectual property schedules.
02/05/25	Kelly Meyer	7.00	Review, revise sale order (.3); review, analyze agency agreement re same (2.0); review, analyze precedent re sale order (.3); draft NDAs (1.0); telephone conference with counterparty, O. Acuna re NDA (.3); review, analyze correspondence re bid procedures and contract procedures objections (3.1).

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02/05/25	Jeff Michalik	4.30	Conference with A&M, Glenn Agre re wind down budget walkthrough (.5); conference with L. Blumenthal, A&M, Centerview re stalking horse expense reimbursement (.4); analyze issues re same (.3); conference with A. Yenamandra, Katten re stalking horse bid (.6); conference with A. Yenamandra re sale strategy (.7); review and analyze same (1.8).
02/05/25	Tyler Nappo	0.30	Review inventory summary for competitively sensitive information (.1); correspond with S. Morelli re antitrust diligence (.1); correspond with Centerview re information exchange (.1).
02/05/25	Dan O'Connor	2.40	Telephone conference with A&M, Company, S. Toth, K&E team re disclosure schedules (1.1); draft prepare shell disclosure schedule (1.0); correspond with Company re escrow agreement matters (.3).
02/05/25	Anup Sathy, P.C.	1.20	Review and analyze sale strategies and potential alternative bids.
02/05/25	Anup Sathy, P.C.	1.30	Review and analyze sale objections.
02/05/25	Josh Sussberg, P.C.	0.10	Correspond with A. Yenamandra, K&E team re sale status and potential bidders.
02/05/25	Steve Toth	0.60	Telephone conference with Company, A&M, L. Blumenthal, K&E team re agency agreement schedules.
02/05/25	Kruthi Venkatesh	1.50	Telephone conference with Company re disclosure schedules.
02/05/25	Aparna Yenamandra, P.C.	10.80	Telephone conferences with J. Michalik re settlement and sale matters (2.9); multiple conferences with Centerview, A&M, Katten, Morgan Lewis re same (4.9); correspond with J. Michalik, K&E team, Centerview, A&M, Katten, Morgan Lewis re same (1.1); draft settlement proposal re same (.4); revise same (.3); telephone conference with J. Michalik, K&E team, Centerview, A&M re next steps (1.0); correspond with J. Michalik, K&E team, Centerview re sale NDA matters (.2).
02/06/25	Olivia Acuna	1.50	Analyze comments to bidding procedures.
02/06/25	Lindsey Blumenthal	2.40	Review, analyze issues re bidding procedures (1.8); conference with O. Acuna, K&E team re agency agreement (.6).

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02/06/25	Lindsey Blumenthal	2.60	Review, analyze objections re bidding procedures.
02/06/25	Kaitlan Donahue	8.20	Review, revise bid procedures and order (1.2); correspond with various counterparties re revised bid procedures and order (.8); review, analyze comments from counterparties re bid procedures (.8); research re same (.8); correspond with counterparties re same (.5); draft bid procedures reply (3.0); review, revise Frejka declaration in support of bid procedures (1.1).
02/06/25	Ben Kovach	0.40	Review and analyze intellectual property schedules.
02/06/25	Kelly Meyer	5.70	Review, revise sale order (2.0); review, analyze precedent re same (3.7).
02/06/25	Jeff Michalik	7.40	Conferences with A. Yenamandra re sale strategy (2.9); conference with KDW re same (.1); conference with A. Yenamandra, Centerview, A&M, K&E teams re same (1.0); conference with Katten re stalking horse bid (.2); conference with A. Yenamandra, Centerview, A&M, Katten, GBRP re same (.9); review and analyze issues re sale structuring and implementation (2.3).
02/06/25	Jeff Michalik	0.70	Conference with L. Blumenthal, K&E team re priority work streams (.4); correspond with Gibson team re term loan ad hoc group NDAs (.1); analyze issues re same (.2).
02/06/25	Dan O'Connor	1.00	Telephone conference with Centerview, A&M and S. Toth, K&E teams re transaction matters.
02/06/25	Anup Sathy, P.C.	1.30	Review and analyze sale objections.
02/06/25	Rob Soneson	2.00	Review and analyze intellectual property search reports (1.4); prepare internal schedules (.3); compare schedules against company disclosures (.3)
02/06/25	Josh Sussberg, P.C.	0.20	Telephone conference with A. Yenamandra re case status and stalking horse transaction.
02/06/25	Steve Toth	0.80	Telephone conference with Centerview, A&M. L. Blumenthal, K&E team re sale updates (.6) review, analyze correspondence re same (.2)..

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02/06/25	Kruthi Venkatesh	1.00	Telephone conference with Company, L. Blumenthal, K&E team re sale process.
02/06/25	Aparna Yenamandra, P.C.	8.00	Telephone conferences with J. Michalik, K&E team, Centerview, A&M, Katten, Morgan Lewis re settlement and sale matters (5.2); correspond with J. Michalik, K&E team, Centerview team, A&M, Katten, Morgan Lewis re same (1.1); draft settlement proposal re same (.4); revise same (.3); telephone conference with J. Michalik, K&E team, Centerview, A&M re next steps (.8); correspond with K&E team, Centerview re sale NDA matters (.2).
02/07/25	Olivia Acuna	1.00	Review, revise store closing motion.
02/07/25	Lindsey Blumenthal	2.50	Review, analyze sale related objections.
02/07/25	Kaitlan Donahue	11.80	Draft bid procedures reply (3.9); research re same (1.7); correspond with L. Blumenthal, K&E team re same (.4); review, analyze bid procedures objections (.8); draft bid procedures reply (3.7); research re same (1.3).
02/07/25	Kelly Meyer	5.20	Review, revise sale order (1.7); review, revise NDAs (1.0); correspond with O. Acuna re same (.3); review, analyze correspondence re bid procedures and contract procedures objections (2.2).
02/07/25	Jeff Michalik	2.40	Conference with A. Yenamandra re bidding procedures strategy (.8); conference with A. Yenamandra, CS re same (.3); review and analyze issues re same (1.3).
02/07/25	Anup Sathy, P.C.	0.90	Review and analyze sale objections.
02/07/25	Anup Sathy, P.C.	0.80	Review and analyze bid procedures and sale strategies.
02/07/25	Aparna Yenamandra, P.C.	3.80	Telephone conferences with Centerview, J. Michalik, K&E team, Company advisor team re settlement, sale strategies and next steps (2.2); telephone conferences with creditor advisors re same (1.6).
02/08/25	Olivia Acuna	3.10	Review, revise store closing motion, declaration.
02/08/25	Lindsey Blumenthal	2.40	Conference with advisors re negotiation status (.5); review, revise agency agreement (1.9).

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02/08/25	Jacob R. Clark	1.60	Review, analyze Gordon Brothers agency agreement drafts and sale process proposal.
02/08/25	Kaitlan Donahue	4.80	Draft bid procedures reply (3.4); research re same (1.4).
02/08/25	Liz Ji	1.90	Review, analyze Gordon Brothers revised proposal and agency agreements.
02/08/25	Kelly Meyer	3.50	Review, analyze NDAs (.3); correspond with O. Acuna, Centerview re same (.1); correspond with L. Blumenthal re agency agreement (3.1).
02/08/25	Joshua Raphael	1.10	Review analyze motion to shorten.
02/08/25	Anup Sathy, P.C.	1.20	Review and analyze various objections to sale and bid procedures.
02/08/25	Steve Toth	1.60	Analyze, comment on agency agreements.
02/08/25	Matt Waldrep	0.20	Review, analyze bid.
02/08/25	Aparna Yenamandra, P.C.	1.60	Review, revise settlement proposal (.4); telephone conference with advisor team re same (.4); telephone conference with counsel re same (.3); revise same (.3); correspond with J. Michalik, K&E team re same (.2).
02/09/25	Olivia Acuna	4.20	Review, revise store closing motion.
02/09/25	Lindsey Blumenthal	2.50	Review, analyze bidding procedures reply.
02/09/25	Bernadette Coppola	0.30	Draft revisions to agency agreement.
02/09/25	Maggie Kate King	1.90	Review agreements with M&A party (.7); revise agreement (1.2).
02/09/25	Kelly Meyer	4.80	Review, analyze NDAs (.6); review, analyze agency agreement (3.5); correspond with L. Blumenthal, K&E team re same (.7).
02/09/25	Jeff Michalik	1.40	Conference with KDW team re bid procedures hearing, timeline (.3); correspond with KDW team re same (.3); conference with A. Yenamandra re sale strategy (.6); conference with MLB team re same (.2).
02/09/25	Tyler Nappo	0.30	Review and analyze agency agreement (.2); correspond with S. Morelli and K&E team re same (.1).
02/09/25	Peter Ott	0.20	Correspond with A. Yenamandra, various parties re draft agency agreements.
02/09/25	Anup Sathy, P.C.	1.30	Review and analyze sale objections and related discovery.

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02/09/25	Andy Veit, P.C.	1.00	Review, analyze revised Gordon Brothers proposal (.7); correspond with P. Ott re same (.3).
02/09/25	Daniel Z. Weiss	0.30	Review, analyze Gordon Brothers Agency agreement.
02/09/25	Aparna Yenamandra, P.C.	1.60	Correspond with P. Ott re amended agency agreement (.5); telephone conferences with J. Michalik re next steps (.7); telephone conference with Katten, J. Michalik re same (.4).
02/10/25	Olivia Acuna	5.50	Review, revise store closing motion (3.9); correspond with D. Chenelle re same (.4); telephone conference with Company re sale process (.4); correspond with K. Donahue re Frejka declaration (.3); review, revise re same (.5).
02/10/25	Lindsey Blumenthal	8.40	Review, analyze reply re bidding procedures (3.5); revise same and coordinate hearing strategy (2.5); review, analyze agency agreement (2.4).
02/10/25	Kaitlan Donahue	2.30	Review, revise bid procedures, corresponding order re UCC comments (.7); correspond with counterparties re bid procedures, order (.5); review, revise objection summaries re updates (.4); conference with L. Blumenthal, K&E team re bid procedures, reply (.3); review, revise privacy declaration (.2); correspond with lenders re bid procedures, order (.1); correspond with U.S. Trustee re privacy policies (.1).
02/10/25	Kelly Meyer	4.00	Review, analyze NDAs (1.5); review, analyze agency agreement (2.1); correspond with L. Blumenthal, K&E team re same (.4).
02/10/25	Jeff Michalik	6.40	Analyze issues re store closing strategy, timing (1.4); conference with A. Yenamandra re same (1.2); conference with A. Yenamandra, L. Blumenthal re same (.3); review and analyze store closing order (.4); conference with A. Yenamandra, K&E, A&M, Centerview teams re sale strategy (.5); review and analyze issues re same (1.5); conference with A. Yenamandra, K&E, Centerview, A&M teams re term lender proposal (.6); analyze issues re same (.5).

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02/10/25	Joshua Raphael	0.30	Conference with L. Blumenthal, K&E team re sale.
02/10/25	Anup Sathy, P.C.	1.20	Review and analyze bid procedures objections and settlements.
02/10/25	Nicholas Warther	0.30	Review and analyze agency agreement.
02/10/25	Aparna Yenamandra, P.C.	1.80	Telephone conference with Company advisor team re settlement update (.6); telephone conference with creditor advisors re same (.5); telephone conference with J. Michalik re deal documents (.7).
02/11/25	Olivia Acuna	12.80	Telephone conference with A. Yenamandra, K&E team re bidding procedures (.6); review, revise store closing motion (5.4); analyze precedent re same (1.8); review, revise declaration re same (3.1); telephone conference with A&M re store closing motion, declaration (.5); telephone conference with B. Crosbie re bidding procedures declaration (.1); telephone conference with A&M, L. Blumenthal, J. Michalik re store closing motion (.2); correspond with J. Michalik, K&E team, Company advisors re same (1.1).
02/11/25	Bill Arnault, P.C.	10.30	Conference with L. Blumenthal, K&E team re bidding procedures hearing (.5); conference with Centerview, Company advisors re same (.6); draft direct examination and key points re Centerview witness (4.7); review, revise declarations in support of bidding procedures and store closing motions (2.1); review, revise bidding procedures reply (1.8); review, analyze hearing materials re same (.6).
02/11/25	Lindsey Blumenthal	10.70	Review, revise agency agreement (3.6); conference with J. Michalik re same (1.2); review, revise store closing motion (1.3); coordinate filing re same (1.9); review, analyze bidding procedures reply and declaration issues (2.2); conference with M. Whalen, K&E team re same (.5).

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02/11/25	Kaitlan Donahue	9.70	Conference with L. Blumenthal, K&E team, landlord counterparties re bid procedures (.7); review, revise bid procedures reply (1.4); research re same (.8); review, analyze correspondence with counterparties re bid procedures (.9); correspond with counterparties re bid procedures (.8); correspond with L. Blumenthal, K&E team re same (.5); revise bid procedures (1.0); revise bid procedures order (1.2); revise consumer privacy declaration (.3); correspond with consumer privacy declarant re same (.3); draft motion for leave re bid procedures reply (1.3); correspond with M. Waldrep re same (.2); research re same (.2); correspond with Centerview team re bid procedures reply (.1).
02/11/25	Christian Mancino	0.20	Revise bidding procedures order.
02/11/25	Kelly Meyer	3.10	Telephone conference B. Arnault re bid procedures hearing (.5); telephone conference with Ballard Spahr re bid procedures and contract procedures objection (.8); review, analyze side letters re same (.4); correspond with J. Michalik, K&E team re same (.4); review, analyze sale issues correspondence (1.0).
02/11/25	Jeff Michalik	7.80	Conference with A. Yenamandra, K&E team re bid procedures hearing preparations (.5); conference with Centerview team lender principals re sale process updates (.6); review and analyze issues re sale strategy, bid procedures (3.1); conference with MLB team re same (.5); conference with Centerview, A&M, L. Blumenthal, K&E team re same (.5); analyze issues re store closing strategy, motion (1.2); review and revise store closing procedures motion (.8); conference with KDW team re same (.2); review and revise motion to shorten notice re same (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/25	Dan O'Connor	2.80	Telephone conference with Centerview, A&M, S. Toth, K&E team re transaction matters (.6); correspond with Company re escrow agreement matters (.2); review and revise escrow agreement re same (.2); draft supplemental sell-side diligence request list (.4); correspond with A&M re same (.4); telephone conference with A&M re disclosure schedule matters (.2); review, analyze documents re disclosure schedules and correspond with A&M re same (.8).
02/11/25	Anup Sathy, P.C.	2.10	Review and analyze bid procedures strategies and objections.
02/11/25	Anup Sathy, P.C.	1.10	Analyze updated agency agreement modifications.
02/11/25	Steve Toth	0.90	Telephone conference with A. Yenamandra re bid updates (.2); analyze related correspondence with K. Venkatesh, K&E team re same (.2); telephone conference with A&M, Centerview, J. Michalik, K&E team re sale process (.5).
02/11/25	Kruthi Venkatesh	2.50	Telephone conference with Company, S. Toth, K&E team re same (.5); review, analyze documents re disclosure schedules (2.0).
02/11/25	Aparna Yenamandra, P.C.	5.00	Telephone conference with J. Michalik, K&E team, Centerview, A&M re sale process next steps (.5); telephone conference with S. Toth re sale update (.3); telephone conferences with Company, creditor advisors re sale, bid procedures matters (1.5); correspond with Company, creditor advisors re same (1.3); analyze issues re same (1.4).
02/12/25	Olivia Acuna	9.40	Review, revise store closing motion (4.1); correspond with L. Blumenthal, K&E team, KDW, U.S. Trustee, landlord counsel re same (.8); analyze comments from landlord counsel re same (1.3); draft motion to shorten re same (1.1); draft, revise declaration in support of store closing motion (.9); telephone conference with A&M, B. Arnault, K&E team re same (.5); telephone conference with A&M re declaration (.7).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/12/25	Lindsey Blumenthal	7.00	Review, revise reply re bidding procedures (3.2); review, revise bidding procedures (2.6); correspond with J. Michalik, K&E team re store closing motion (1.2).
02/12/25	Kaitlan Donahue	6.30	Revise consumer privacy declaration (.3); review, revise bid procedures (2.2); review, revise bid procedures order (1.9); conference with A. Yenamandra, K&E team re bid procedures, assumption and assignment procedures (.6); conference with Morgan Lewis team re bid procedures (.3); correspond with U.S. Trustee re bid procedures (.2); correspond with landlord counterparties re same (.2); correspond with L. Blumenthal re same (.6).
02/12/25	Kathleen Vera Kinsella	0.50	Analyze store closing motion.
02/12/25	Kathleen Vera Kinsella	0.50	Analyze declaration of Elise S. Frejka re privacy issues for second day hearing (.3); analyze insurance motion (.2).
02/12/25	Kelly Meyer	7.60	Review, revise stalking horse agreement drafts (7.4); correspond with L. Blumenthal re same (.2).
02/12/25	Jeff Michalik	7.90	Review and comment on stalking horse agency agreement (.6); conference with Katten re same (.1); conference with A. Yenamandra, K&E team re same (.4); conference with A. Yenamandra re sale issues, strategy (1.7); conference with A. Yenamandra, K&E team, Centerview, A&M re same (.9); conference with A. Yenamandra, Centerview, Glenn Agre, GDC re wind down budget (.5); conference with A&M re same (.2); review and analyze issues re store closing procedures (.7); review and analyze issues re bidding procedures (.7); review and revise bid procedures reply brief (2.1).
02/12/25	Dan O'Connor	1.20	Review diligence re disclosure schedules (.6); review and revise draft disclosure schedules (.6).
02/12/25	Peter Ott	0.60	Review and provide comments to store closing order.
02/12/25	Anup Sathy, P.C.	1.30	Analyze bid procedures objections and related responses.

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02/12/25	Anup Sathy, P.C.	1.20	Analyze updated agency agreement responses and potential settlement terms.
02/12/25	Steve Toth	0.30	Telephone conference with Centerview, A&M, J. Michalik, K&E team re sale process.
02/12/25	Andy Veit, P.C.	1.00	Review revised draft store closing order (.7); correspond with P. Ott re same (.3).
02/12/25	Matt Waldrep	1.90	Draft, revise bidding procedures late file motion (1.5); correspond with L. Blumenthal, K&E team, CS re same (.4).
02/12/25	Aparna Yenamandra, P.C.	10.90	Telephone conference with L. Blumenthal, K&E team re bid procedures, agency agreement (.5); telephone conference with term lenders counsel, Centerview re sale matters (.6); telephone conferences and correspond with Company, creditor advisors re bidding procedures, agency agreement considerations (6.2); telephone conference with A. Sathy, J. Michalik re strategy re same (1.2); analyze issues re same (2.4).
02/13/25	Olivia Acuna	4.50	Telephone conference with A. Yenamandra, K&E team re bidding procedures (.7); correspond with Centerview, Company advisors re same (.4); review, revise sale order (2.9); correspond with J. Raphael re same (.5).
02/13/25	Lindsey Blumenthal	6.90	Review, analyze language re store closing motion (3.5); review, revise reply (1.8); review, revise bidding procedures (1.6).
02/13/25	Kaitlan Donahue	4.90	Review, revise bid procedures (.9); review, revise bid procedures order (.8); revise, revise bid procedures reply (1.2); correspond with L. Blumenthal re same (.8); correspond with Centerview team re same (.2); correspond with A&M re same (.2); review, analyze ABL response to bid procedures objection (.8).
02/13/25	Christian Mancino	0.20	Assemble precedent sale hearing transcripts.
02/13/25	Kelly Meyer	11.50	Conference with B. Arnault, K&E team re bid procedures hearing (.5); conference with M. Waldrep re sale issues (.8); draft sale order reply (2.7); review, revise agency agreement (7.4); correspond with Centerview, A&M, L. Blumenthal, K&E team, counterparty re same (.1).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/25	Jeff Michalik	7.10	Prepare for bid procedures, store closing hearing (3.5); conference with A. Yenamandra re same (.5); conference with B. Arnault, K&E team re same (.5); conference with L. Blumenthal re same (.4); conference with KDW re same (.5); conference with CS team re same (.5); conference with MLB re same (.2); conference with A. Yenamandra, K&E team, Centerview, A&M re sale strategy (.3); review and revise bid procedures reply brief (.7).
02/13/25	Dan O'Connor	0.40	Telephone conference with Centerview, A&M, S. Toth, K&E team re transaction matters.
02/13/25	Joshua Raphael	6.90	Review, analyze assumption-rejection procedures (1.4); correspond with O. Acuna re store closing order (.4); prepare COCs re 365(d)(4) and utilities orders (.8); correspond with O. Acuna re bidding procedures, store closing (.6); conferences with O. Acuna re store closing (.4); review, revise store closing motion (1.5); prepare to file revised order (.7); correspond with lenders, vendors, O. Acuna, K&E team re same (1.1).
02/13/25	Anup Sathy, P.C.	1.10	Review and analyze bid procedures objections and resolutions.
02/13/25	Anup Sathy, P.C.	0.90	Analyze agency agreement concessions.
02/13/25	Steve Toth	0.90	Telephone conference with A. Yenamandra re bid updates (.3); review, analyze agency agreement re same (.6).
02/13/25	Kruthi Venkatesh	0.50	Telephone conference with Company, L. Blumenthal, K&E team re sale process.
02/13/25	Matt Waldrep	0.80	Conference with K. Meyer re sale issues.
02/13/25	Aparna Yenamandra, P.C.	6.80	Telephone conference with Centerview, A&M, Company advisor team re sale matters (.6); telephone conferences with Company, creditor advisors re bidding procedures, agency agreement considerations (2.0); correspond with Company, creditor advisors re same (2.2); analyze issues re same (1.4); revise reply (.6).
02/14/25	Olivia Acuna	0.30	Correspond with landlord counsel re store closing order.

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02/14/25	Kaitlan Donahue	1.70	Review, revise bid procedures, order re court changes (.8); correspond with various counterparties re same (.2); review, analyze FILO agent response to bid procedures objection (.7).
02/14/25	Kelly Meyer	5.10	Review, revise agency agreement (3.0); review, analyze sale issues re same (2.1).
02/14/25	Jeff Michalik	1.90	Prepare for bid procedures hearing (1.1); review and analyze bid procedures order, store closing order (.6); analyze mechanics re wind down budget (.2).
02/14/25	Dan O'Connor	1.00	Telephone conference with S. Toth, K&E team re sale issues (.8); correspond with potential bidder re bidder deposit escrow (.2).
02/14/25	Anup Sathy, P.C.	1.30	Analyze responses and objections to bid procedures.
02/14/25	Steve Toth	0.40	Analyze revised agency agreement.
02/15/25	Lindsey Blumenthal	3.60	Review, analyze draft reply re sale (2.4); review, analyze notices re sale (1.2).
02/15/25	Anup Sathy, P.C.	2.50	Analyze potential bids and sale strategies.
02/16/25	Olivia Acuna	1.40	Correspond with J. Raphael, K&E team re auction (.8); review, revise auction notice (.3); correspond with L. Blumenthal, K&E team re same (.3).
02/16/25	Kaitlan Donahue	1.20	Review, revise bid procedures re filing version (.3); review, revise sale notice re filing version (.3); correspond with L. Blumenthal re same (.2); review, analyze bid procedures timeline re important dates (.4).
02/16/25	Kelly Meyer	6.70	Draft sale order reply (3.1); review, analyze precedent re same (3.4); correspond with L. Blumenthal re same (.2).
02/16/25	Dan O'Connor	0.20	Correspond with confidential party counsel re bidder deposit escrow.
02/16/25	Anup Sathy, P.C.	2.10	Analyze alternative bid structures and potential transactions.
02/16/25	Anup Sathy, P.C.	1.30	Review and analyze bid procedures and sale issues.
02/16/25	Nicholas Warther	0.40	Review and analyze tax issues for transaction.

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02/17/25	Olivia Acuna	7.30	Correspond with K. Donahue re sale order (.6); review, revise same (4.1); analyze comments from various parties re sale order (2.6).
02/17/25	Lindsey Blumenthal	4.10	Review, revise sale order (2.0); review, revise sale reply (2.1).
02/17/25	Kaitlan Donahue	6.80	Correspond with O. Acuna re sale order (.2); revise notices re sale order (.5); draft notice of auction (.5); correspond with Cole Schotz re notice of auction (.1); research re sale reply (1.7); draft sale reply (2.7); revise sale order (1.1).
02/17/25	Kelly Meyer	0.70	Correspond with K. Donahue re sale order issues (.2); review, analyze same (.5).
02/17/25	Jeff Michalik	0.70	Correspond with A. Yenamandra re purchased claims (.2); analyze issues re same (.5).
02/17/25	Anup Sathy, P.C.	1.80	Review and analyze potential alternative bids.
02/17/25	Anup Sathy, P.C.	0.80	Review, analyze potential sale objections.
02/17/25	James Ziemba	0.60	Correspond with O. Acuna and K&E team re auction preparations.
02/18/25	Olivia Acuna	2.90	Correspond with L. Blumenthal, K&E team re auction (.7); review, revise sale order (1.2); telephone conference with counterparty re order language (.5); telephone conference with J. Michalik, K&E team re auction (.5).
02/18/25	Lindsey Blumenthal	8.10	Correspond with parties in interest re sale process (3.2); conferences with lenders, A&M, Centerview teams re same re bids (3.6); coordinate with O. Acuna, K&E team re auction logistics (1.3).
02/18/25	Kaitlan Donahue	3.00	Conference with O. Acuna, K&E team re auction logistics (.3); correspond with landlords re landlord bids (.2); correspond with Centerview team re same (.2); correspond with L. Blumenthal, K&E team re same (.2); draft notice of auction (.8); research re sale reply (1.3).
02/18/25	Christian Mancino	0.40	Compile precedent transcripts re sale hearing (.2); correspond with K. Chen re bidding procedures objection (.2).

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02/18/25	Kelly Meyer	10.40	Review, revise sale order (4.3); correspond with K. Donahue re same (.3); conference with L. Blumenthal, K&E team re auction (.5); review, analyze GA Group agency agreement (4.2); correspond with L. Blumenthal re same (.6); correspond with Centerview re NDAs (.3); telephone conference with Centerview re same (.2).
02/18/25	Jeff Michalik	1.80	Analyze GA Group bid (.4); analyze issues list re same (.3); analyze sale strategy (.6); conference with L. Blumenthal, K&E team, Centerview, A&M re same (.5).
02/18/25	Dan O'Connor	0.50	Telephone conference with Centerview, A&M, S. Toth, K&E team re transaction matters.
02/18/25	Joshua Raphael	0.60	Review auction logistics (.3); correspond with O. Acuna, K&E team re same (.3).
02/18/25	Anup Sathy, P.C.	1.30	Analyze wind down budget and strategies.
02/18/25	Anup Sathy, P.C.	2.10	Review and analyze alternative bid structures.
02/18/25	Steve Toth	1.20	Review, analyze agency agreement (.9); correspond with L. Blumenthal, K&E team re same (.3).
02/18/25	Kruthi Venkatesh	0.50	Telephone conference with D. O'Connor, K&E team, Company re sale issues.
02/18/25	Matt Waldrep	0.70	Conference with J. Michalik re sale issues.
02/18/25	Aparna Yenamandra, P.C.	4.90	Telephone conferences with Company advisors, creditor advisors re sale matters, global settlement matters (1.0); correspond with Company advisors, creditor advisors re same (1.1); analyze issues re same (2.8).
02/18/25	James Ziemba	1.40	Correspond with stenographer re auction (.5); conference with L. Blumenthal and K&E team re same (.5); coordinate auction logistics (.4).
02/19/25	Olivia Acuna	2.60	Telephone conference with L. Blumenthal re auction (1.0); correspond with J. Raphael, K&E team re same (.8); correspond with J. Ziemba re same (.8).
02/19/25	Lindsey Blumenthal	5.20	Review, analyze sale order (3.2); correspond with A. Yenamandra re same (.4); conference with advisors re bid (1.6).

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02/19/25	Kaitlan Donahue	3.40	Conference with L. Blumenthal, K&E team, A&M, Centerview team re bids received, auction status (.6); conference with J. Michalik, K&E team, qualified bidder, Centerview team re proposed agency agreement (.5); revise notice of auction (.4); correspond with L. Blumenthal, K&E team re same (.1); correspond with Cole Schotz re same (.1); correspond with parties in interest re virtual auction logistics (1.1); research re sale reply (.6).
02/19/25	Liz Ji	0.50	Review, analyze bidder proposed agency agreement.
02/19/25	Kelly Meyer	12.30	Telephone conferences with J. Michalik, K&E team, A&M, Centerview re sale process (1.0); telephone conference with GA Group, J. Michalik, K&E team, A&M, Centerview re bid (.5); review, revise agency agreement (9.6); correspond with L. Blumenthal, K&E team re same (1.2).
02/19/25	Jeff Michalik	6.10	Conference with L. Blumenthal, K&E, A&M, Centerview teams re sale, bid status (.5); correspond with KDW re same (.1); conference with A. Yenamandra re sale strategy (.4); conference with A. Yenamandra, L. Blumenthal re same (.5); review and analyze issues re same (1.8); review and revise agency agreement (.4); correspond with K. Meyer re same (.2); review and revise sale order (2.1); correspond with CS team re sale hearing logistics (.1).
02/19/25	Dan O'Connor	0.60	Telephone conference with Centerview, A&M, S. Toth, K&E teams re transaction matters.
02/19/25	Anup Sathy, P.C.	2.40	Review and analyze updated potential bids and auction strategies.
02/19/25	Anup Sathy, P.C.	0.80	Review and analyze wind down budget scenarios.
02/19/25	Steve Toth	1.50	Telephone conference with Centerview, A&M, L. Blumenthal, K&E team re bids (.6); correspond with bidder, Centerview, A&M, J. Michalik, K&E team re agency agreement (.5); review, revise agency agreement re same (.4).

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02/19/25	Kruthi Venkatesh	1.00	Telephone conference with Company, L. Blumenthal, K&E team re sale issues.
02/19/25	Aparna Yenamandra, P.C.	5.20	Telephone conferences with Company advisors re bids and next steps (2.2); analyze same (.5); telephone conferences with creditor advisors, consultation parties re sale matters, settlement matters (2.5).
02/19/25	Andrew Zhang	0.50	Review and analyze proposed agency agreement.
02/19/25	James Ziemba	3.80	Draft correspondence to auction attendees re auction (2.4); correspond with K. Donahue, K&E team and Company stakeholders re auction (1.4).
02/20/25	Olivia Acuna	4.80	Conference with L. Blumenthal, K&E team re auction logistics (1.0); correspond with J. Raphael, J. Ziemba re same (1.2); correspond with auction attendees re auction, logistics (2.6).
02/20/25	Lindsey Blumenthal	5.90	Review, revise sale order (3.7); review, revise agency agreement (2.2).
02/20/25	Devon N. Chenelle	1.20	Organize auction logistics (1.0); correspond with J. Raphael, K&E team re same (.2).
02/20/25	Kaitlan Donahue	6.80	Correspond with auction attendees re auction logistics (1.8); correspond with Cole Schotz re publication affidavit of service (.1); conference with O. Acuna, K&E team re auction logistics (.5); coordinate auction logistics (2.3); correspond with Centerview, A&M re same (2.1).
02/20/25	Kelly Meyer	16.80	Review, revise sale order (5.1); correspond with consultation parties re same (2.9); correspond with bidder, L. Blumenthal, K&E team re same (.6); correspond with L. Blumenthal re same (.7); review, analyze agency agreement issues (6.4); telephone conference with A&M re same (.2); correspond with Centerview, A&M, L. Blumenthal, K&E team re same (.9).

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02/20/25	Jeff Michalik	4.80	Conference with KDW re sale issues, auction (1.1); conference with A. Yenamandra re same (1.4); conference with L. Blumenthal re same (.2); correspond with L. Blumenthal re same (.5); conference with MLB re same (.4); conference with L. Blumenthal, Centerview, A&M re same (.2); review and revise sale order (.4); correspond with K. Meyer, K&E team re same (.2); correspond with L. Blumenthal re auction script (.1); review and analyze precedent re same (.3).
02/20/25	Dan O'Connor	0.50	Telephone conference with Centerview, A&M and K&E teams re transaction matters (.4); telephone conference with S. Toth re transaction matters (.1).
02/20/25	Joshua Raphael	1.70	Conference with L. Blumenthal, O. Acuna, K&E team re auction preparations (.4); analyze auction script (1.3).
02/20/25	Anup Sathy, P.C.	0.80	Review, analyze updated bids and transaction structures.
02/20/25	Anup Sathy, P.C.	2.60	Review and analyze various bid and auction strategies.
02/20/25	Josh Sussberg, P.C.	0.20	Correspond with A. Yenamandra re auction.
02/20/25	Steve Toth	1.10	Telephone conference with Centerview, A&M, L. Blumenthal, K&E team re sale updates (.4); review, analyze agency agreement re same (.7).
02/20/25	Kruthi Venkatesh	0.50	Telephone conference with Company re sale issues.
02/20/25	Aparna Yenamandra, P.C.	6.90	Telephone conferences with Company advisors, consultation parties, sale parties re sale matters, settlement matters (3.2); analyze issues re same (.8); correspond with Company advisors, consultation parties, sale parties re same (2.9).
02/20/25	James Ziemba	6.20	Draft auction script (2.1); correspond with O. Acuna and K&E team re same (.7); correspond with Centerview, A&M re auction attendance (2.9); conference with O. Acuna and K&E team re auction (.5).
02/21/25	Olivia Acuna	14.90	Participate in auction (11.9); conferences with L. Blumenthal, K&E team, Centerview, A&M re same (3.0).

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02/21/25	Bill Arnault, P.C.	0.50	Telephone conference with A. Yenamandra re sale hearing (.2); review and analyze indemnity provision (.3).
02/21/25	Bill Arnault, P.C.	0.30	Telephone conference with GA Group re agency agreement.
02/21/25	Lindsey Blumenthal	15.50	Coordinate logistics re auction (3.8); conference with counterparties re sale, auction (4.0); review, revise agency agreement (4.0); review, revise sale order (3.7).
02/21/25	Devon N. Chenelle	2.60	Draft correspondence with vendors re auction logistics (.5); correspond with M. Waldrep, K&E team re same (.5); review, analyze precedent store closing motions re auction logistics (1.0); correspond with L. Blumenthal re same (.1); conference with A&M re store closing order (.5).
02/21/25	Kaitlan Donahue	4.10	Correspond with vendors re auction (2.4) correspond with Centerview, A&M re same (1.7).
02/21/25	Kelly Meyer	13.90	Review, revise GA Group agency agreement (3.1); conference with GA Group, A&M, Centerview, L. Blumenthal, K&E team re same (.6); correspond with GA Group, A&M, Centerview, L. Blumenthal, K&E team re same (.5); review, analyze auction issues (4.1); correspond with L. Blumenthal, K&E team re same (3.9); review, analyze sale order (1.7).
02/21/25	Jeff Michalik	15.60	Participate in auction and bid negotiations.
02/21/25	Joshua Raphael	14.20	Attend auction and conferences re same.
02/21/25	Anup Sathy, P.C.	1.20	Review and analyze auction updates.
02/21/25	Anup Sathy, P.C.	0.80	Review and analyze revised transaction scenarios re term loan bid.
02/21/25	Anup Sathy, P.C.	2.40	Review and analyze auction strategies and potential transactions.
02/21/25	Steve Toth	0.60	Telephone conference with bidder and bidder advisors, Centerview, A&M, L. Blumenthal, K&E team re agency agreement (.4); correspond with Centerview, A&M, L. Blumenthal, K&E team re same (.2).

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02/21/25	Aparna Yenamandra, P.C.	15.00	Telephone conferences and correspond with bidders, consultation parties re auction, sale and global settlement matters in connection with auction.
02/21/25	James Ziemba	7.00	Attend auction.
02/22/25	Olivia Acuna	8.60	Participate in auction (7.0); revise communications materials re auction (1.6).
02/22/25	Lindsey Blumenthal	10.00	Coordinate logistics re auction (4.0); review, revise agency agreement (3.9); conference with counterparties re auction, sale (2.1).
02/22/25	Devon N. Chenelle	3.50	Coordinate auction logistics (2.0); conference with A&M re auction (1.5).
02/22/25	Kaitlan Donahue	3.50	Draft sale reply (1.8); research re same (1.7).
02/22/25	Kelly Meyer	10.00	Review, revise sale order (4.9); review, analyze counterparty correspondence re same (1.9); correspond with counterparties re same (.7); correspond with K. Donahue re sale order reply (.5); review, analyze auction issues (1.0); correspond with L. Blumenthal, K&E team re same (1.0).
02/22/25	Jeff Michalik	9.80	Participate in day two of auction and bid negotiations.
02/22/25	Joshua Raphael	8.00	Attend day two of auction.
02/22/25	Anup Sathy, P.C.	2.50	Review and analyze auction status and bid results.
02/22/25	Josh Sussberg, P.C.	1.20	Conference with S. Reisman re auction (.1); conference with A. Yenamandra re same (.2); conferences with A. Sathy re same (.2); correspond with A. Yenamandra and A. Sathy re auction and next steps (.5); correspond with A. Glenn re sale hearing (.2).
02/22/25	Aparna Yenamandra, P.C.	10.00	Telephone conferences and correspond with bidders, consultation parties re auction, sale and global settlement matters in connection with auction.
02/23/25	Bill Arnault, P.C.	0.40	Conference with A. Yenamandra re auction and sale order hearing.
02/23/25	Lindsey Blumenthal	3.50	Correspond with counterparties re sale status (2.2); review, analyze agency agreement (1.3).
02/23/25	Kaitlan Donahue	1.20	Draft sale reply.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/25	Kelly Meyer	4.40	Review, analyze sale order (2.9); correspond with consultation parties, landlords re same (.7); correspond with L. Blumenthal re same (.3); correspond with Cole Schotz re notice of winning bidder agency agreement (.2); review, revise same (.3).
02/23/25	Jeff Michalik	0.90	Review and analyze issues re sale order.
02/23/25	Anup Sathy, P.C.	1.20	Review and analyze revised agency terms re auction results.
02/23/25	Anup Sathy, P.C.	0.70	Review and analyze revised sale approval issues.
02/24/25	Lindsey Blumenthal	3.10	Review, analyze sale order (2.5); review, revise agency agreement (.6).
02/24/25	Devon N. Chenelle	2.90	Review, analyze precedent agency agreements (1.2); review, revise agency agreement (1.5); correspond with K. Meyer and L. Blumenthal re same (.2).
02/24/25	Kaitlan Donahue	5.30	Conference with L. Blumenthal, K&E team, U.S. Trustee re sale order (.4); draft sale reply (1.7); research re same (1.9); review, analyze sale order comments from counterparties (.6); draft summary re same (.3); correspond with counterparties re sale transaction (.4).
02/24/25	Kelly Meyer	14.60	Review, revise GA Group agency agreement (2.7); review, revise sale order (3.2); correspond with U.S. Trustee re sale order (.4); correspond with creditors, landlords re sale order language (3.8); review, revise sale order re counterparties comments (3.3); correspond with L. Blumenthal, K&E team re same (1.2).
02/24/25	Jeff Michalik	5.10	Conference with L. Blumenthal re sale order, objections (.8); prepare for hearing re same (2.2); conference with A. Yenamandra re sale strategy, negotiations (1.1); conference with A. Yenamandra, KDW, Centerview re same (.2); correspond with vendor counsel re sale objection (.1); analyze sale order markups (.5); correspond with Lowenstein re sale mechanics (.2).
02/24/25	Anup Sathy, P.C.	1.30	Review and analyze sale order and objections.
02/24/25	Anup Sathy, P.C.	2.10	Review and analyze revised purchase agreement and related documents.

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 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
 Matter Number: 58106-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/25	Josh Sussberg, P.C.	0.20	Correspond re auction and GA Group agency agreement (.1); correspond with Katten re same (.1).
02/24/25	Steve Toth	0.20	Analyze revised agency agreement.
02/24/25	Matt Waldrep	0.50	Telephone conference with L. Blumenthal, K&E team, U.S. Trustee re sale order.
02/24/25	Aparna Yenamandra, P.C.	5.50	Telephone conferences and correspond with creditors re global settlement (3.4); analyze issues re same (1.2); review, revise agency agreement (.3); correspond with B. Arnault, K&E team re evidentiary matters for sale hearing (.6).
02/25/25	Olivia Acuna	4.00	Correspond with K. Donahue re sale reply (.4); review, revise re same (1.9); correspond with L. Blumenthal re same (.4); correspond with landlord counsel re impact of sale on leases (.8); correspond with J. Ziemba, J. Raphael re same (.5).
02/25/25	Lindsey Blumenthal	8.30	Review, revise sale reply (2.7); review, revise sale order (2.3); correspond with objecting parties re sale order (3.3).
02/25/25	Devon N. Chenelle	0.40	Review, analyze sale order pleadings.
02/25/25	Kaitlan Donahue	5.20	Review, revise sale order objection reply (4.2); correspond with L. Blumenthal, K&E team re sale reply (1.0).
02/25/25	Ben Kovach	2.00	Review and analyze intellectual property schedules.
02/25/25	Kelly Meyer	16.50	Revise sale order (3.8); review revisions and draft corrections (3.6); research re precedent language re same (.9); correspond with consultation parties re same (5.4); correspond with landlords re same (.9); conference with L. Blumenthal, K&E team re same (1.9).
02/25/25	Jeff Michalik	9.70	Review and revise sale reply (3.2); research case law, precedent re same (1.1); conference with L. Blumenthal, Lowenstein re GA Group agency agreement, sale order (.5); review and analyze issues re sale order (1.3); conference with A. Yenamandra re same (.7); conference with MLB re same (.2); review and analyze sale objections (.8); prepare talking points for sale hearing (1.9).

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 Property

Invoice Number: 1050116073
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/25	Dan O'Connor	0.40	Telephone conference with Centerview, A&M and S. Toth, K&E teams re transaction matters.
02/25/25	Joshua Raphael	0.20	Review, analyze correspondence from O. Acuna re landlord objection to sale, request for administrative claim.
02/25/25	Anup Sathy, P.C.	1.20	Review and analyze revised sale documents.
02/25/25	Anup Sathy, P.C.	0.60	Review, analyze updated sale order.
02/25/25	Rob Soneson	5.50	Review and analyze intellectual property listed in security interest releases (4.8); correspond with B. Kovach re same (.7).
02/25/25	Steve Toth	1.20	Telephone conference with L. Blumenthal re agency agreement (.5); analyze correspondence from L. Blumenthal re same (.2); telephone conference with Lowenstein, L. Blumenthal, K&E team re agency agreement (.5).
02/25/25	Aparna Yenamandra, P.C.	5.90	Telephone conferences with creditors re global settlement (2.5); correspond with creditors re same (1.9); analyze issues re same (1.5).
02/26/25	Olivia Acuna	3.50	Review, revise sale order (1.9); correspond with counsel to various parties re same (.6); conference with L. Blumenthal, K. Meyer re same (1.0).
02/26/25	Bernadette Coppola	0.10	Correspond with B. Kovach re revisions to intellectual property lien releases.
02/26/25	Kaitlan Donahue	3.20	Conference with L. Blumenthal, K&E team, Committee, Lowenstein team, Gibson Dunn team re sale order (1.0); attend sale hearing (1.3); review, revise notice of revised sale order (.2); correspond with Lowenstein team, vendors re sale order comments (.3); revise sale objection chart re sale order comments (.3); correspond with K. Meyer re same (.1).
02/26/25	Ben Kovach	0.30	Review and analyze intellectual property schedules.

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 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050116073
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/26/25	Kelly Meyer	11.30	Review, revise sale order (4.8); correspond with consultation parties re same (.8); telephone conferences with L. Blumenthal, K&E team, consultation parties re same (2.9); correspond with landlords re same (.9); conference with L. Blumenthal, K&E team re same (1.9).
02/26/25	Jeff Michalik	4.20	Analyze issues and finalize language re sale order (2.6); review and revise sale reply (1.2); analyze debt payoff letters, closing wire mechanics (.4).
02/26/25	Anup Sathy, P.C.	1.30	Analyze updated sale order and settlements.
02/26/25	Anup Sathy, P.C.	1.20	Review and analyze sale objections and resolutions.
02/26/25	Aparna Yenamandra, P.C.	2.50	Conference with J. Michalik, K&E team re open issues ahead of hearing (.8); prepare opening remarks for sale hearing (.5); telephone conferences with various creditor constituencies re final resolution of settlement matters (1.2).
02/27/25	Lindsey Blumenthal	2.00	Coordinate sale closing.
02/27/25	Jeff Michalik	0.50	Review and analyze sale closing issues.
02/27/25	Anup Sathy, P.C.	2.90	Review and analyze closing issues re sale.
02/27/25	Josh Sussberg, P.C.	0.20	Correspond re GA Group sale and related claims with A. Yenamandra and A. Sathy.
02/27/25	Aparna Yenamandra, P.C.	4.50	Telephone conferences with Company and creditor constituencies re sale closing, cleansing matters (2.5); correspond with Company and creditor constituencies re same (2.0).
02/28/25	Lindsey Blumenthal	1.00	Correspond with parties in interest re sale.
02/28/25	Ben Kovach	0.30	Review and analyze intellectual property schedules.
Total		1,092.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116074
Client Matter: 58106-10

In the Matter of Executory Contracts & Unexpired Leases

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 305,224.00

Total legal services rendered

\$ 305,224.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050116074
 Matter Number: 58106-10

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	28.50	1,465.00	41,752.50
Lindsey Blumenthal	6.00	1,525.00	9,150.00
Devon N. Chenelle	58.70	880.00	51,656.00
Kaitlan Donahue	9.30	880.00	8,184.00
Fredrica George	5.20	1,065.00	5,538.00
Alec Klimowicz	2.80	880.00	2,464.00
Christian Mancino	0.60	395.00	237.00
Kelly Meyer	58.00	1,065.00	61,770.00
Jeff Michalik	6.00	1,735.00	10,410.00
Joshua Raphael	38.90	1,195.00	46,485.50
Anup Sathy, P.C.	2.40	2,595.00	6,228.00
Nick Stratman	3.80	1,065.00	4,047.00
Josh Sussberg, P.C.	0.10	2,595.00	259.50
Matt Waldrep	0.80	1,195.00	956.00
Aparna Yenamandra, P.C.	3.50	1,995.00	6,982.50
James Ziemba	55.80	880.00	49,104.00
TOTALS	280.40		\$ 305,224.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050116074
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Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Kaitlan Donahue	0.90	Research re lease obligation requirements.
01/15/25	Kaitlan Donahue	4.70	Draft summary of vendor matters (.3); review, analyze vendor contract re executory status and related considerations (.8); research re executory contracts re material obligations (3.6).
01/15/25	Josh Sussberg, P.C.	0.10	Correspond with M. Bordwin and A. Yenamandra re real estate.
01/16/25	Kaitlan Donahue	0.30	Conference with J. Valletta re executory contracts and leases re material obligations.
01/17/25	Olivia Acuna	0.30	Correspond with Company re leases.
01/17/25	Lindsey Blumenthal	2.50	Review, analyze executory contracts re enforceability.
01/17/25	Kaitlan Donahue	3.40	Review, analyze vendor contracts re executory status (.8); research re executory contracts, material obligations (2.2); draft executory contract precedent summary (.4).
01/18/25	Devon N. Chenelle	2.00	Research, draft rejection motion.
01/19/25	Olivia Acuna	0.50	Correspond with Company, L. Blumenthal re lease status, next steps.
01/19/25	Devon N. Chenelle	6.50	Draft motion re contract rejection (1.9); revise same (2.9); correspond with N. Stratman re same (.2); correspond with J. Foster and C. Mancino re same (1.5).
01/19/25	Nick Stratman	1.10	Draft, revise motion to reject (.9); correspond with D. Chenelle re same (.2).
01/20/25	Olivia Acuna	0.30	Telephone conference with lessor counsel, L. Blumenthal, M. Waldrep re leases (.2); analyze correspondence re same (.1).
01/20/25	Devon N. Chenelle	2.20	Correspond with L. Blumenthal and Cole Schotz re relief timeline (.5); revise motion to reject (1.7).
01/21/25	Olivia Acuna	1.50	Telephone conference with Company, J. Michalik, L. Blumenthal re leases (.7); review, revise 365(d)(4) motion (.4); analyze precedent re same (.4).
01/21/25	Lindsey Blumenthal	2.50	Conference with O. Acuna, Company re leases (.7); review, analyze issues re contracts (1.8).

Legal Services for the Period Ending February 28, 2025

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58106-10

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/25	Devon N. Chenelle	1.60	Revise motion to reject.
01/21/25	Jeff Michalik	1.20	Conference with O. Acuna, Company re lease rejection strategy (.7); analyze issues re same (.2); review and comment on 365(d)(4) deadline extension motion (.2); correspond with J. Raphael re same (.1).
01/21/25	Joshua Raphael	2.90	Review, revise 365(d)(4) extension motion (2.1); review, analyze, and prepare to file same, notice (.7); correspond with J. Michalik re same (.1).
01/21/25	Nick Stratman	2.70	Draft, revise 365(d)(4) motion; (1.7); draft, revise 365(d)(4) motion notice (.6); review, revise rejection motion (.4).
01/22/25	Olivia Acuna	0.30	Analyze correspondence from Company re lease status (.2); correspond with A&M team, L. Blumenthal re same (.1).
01/22/25	Fredrica George	0.50	Analyze precedent lease rejection letters (.1); correspond with landlord counsel re lease rejection timeline (.4).
01/22/25	Kelly Meyer	2.00	Correspond with landlords, L. Blumenthal, K&E team re contract procedures objections (.5); research, analyze precedent re same (1.5).
01/22/25	Jeff Michalik	0.40	Analyze lease, landlord issues.
01/22/25	Anup Sathy, P.C.	0.40	Analyze landlord disputes re rent.
01/23/25	Olivia Acuna	3.10	Conference with J. Ziemba re leases (.5); correspond with A&M team, Company re same (.5); analyze precedent motions re same (.9); research re same (.7); correspond with J. Ziemba, L. Blumenthal re same (.5).
01/23/25	Fredrica George	0.20	Correspond with landlord re timeline of assumption/rejection of leases.
01/23/25	Kelly Meyer	4.20	Correspond with landlords re contract procedures objections (.4); research, analyze precedent re same (3.3); review, analyze contract procedures re same (.5).
01/23/25	Jeff Michalik	0.60	Conference and correspond with L. Blumenthal re lease rejection strategy (.3); conference with O. Acuna re same (.1); analyze surrender letter re same (.2).
01/23/25	Joshua Raphael	0.50	Correspond with K. Meyer re assumption rejection procedures objection.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/25	James Ziemba	4.30	Draft and revise lease surrender letter (1.4); conference with O. Acuna re same (.3); draft and revise property abandonment motion (2.1); conference with O. Acuna re same (.5).
01/24/25	Fredrica George	0.30	Correspond with landlord re timeline for assumption/rejection of leases.
01/24/25	Kelly Meyer	4.90	Review, revise contract procedures motion re landlord objections (3.9); analyze precedent re same (.7); correspond with J. Raphael, K&E team re same (.3).
01/24/25	Jeff Michalik	0.60	Analyze landlord issues and rent strategy.
01/24/25	James Ziemba	0.60	Draft and revise property abandonment motion.
01/27/25	Olivia Acuna	2.30	Review, revise lease related motion (1.3); correspond with L. Blumenthal, K&E team re same (.3); analyze precedent re same (.7).
01/27/25	Kelly Meyer	2.20	Correspond with landlords, L. Blumenthal, K&E team re contract procedures objections.
01/27/25	Jeff Michalik	0.60	Analyze lease assumption and rejection issues.
01/27/25	Joshua Raphael	0.10	Review, analyze correspondence from K. Meyer re assumption/rejection procedures.
01/27/25	James Ziemba	4.30	Research re rejection of certain executory contracts (3.2); correspond with L. Blumenthal and A. Klimowicz re same (1.1).
01/28/25	Olivia Acuna	1.20	Conference with J. Ziemba re leases (.5); research re treatment of leases (.4); analyze precedent motions re same (.3).
01/28/25	Kelly Meyer	1.70	Telephone conference with L. Blumenthal, landlords re contract procedures objections (.7); correspond with landlords re same (1.0).
01/28/25	James Ziemba	4.90	Research re property abandonment (2.4); revise abandonment motion (2.0); conference with O. Acuna re same (.5).
01/29/25	Olivia Acuna	1.40	Conference with J. Ziemba re executory contract, leases (.5); analyze precedent motions re same (.3); research re same (.6).
01/29/25	Devon N. Chenelle	2.10	Review and analyze contracts re executory considerations (1.9); correspond with M. Waldrep re same (.2).

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 JOANN Inc.
 Executory Contracts & Unexpired Leases

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/25	Alec Klimowicz	2.00	Review, analyze counterparty lease inquiry (1.8); correspond with M. Waldrep re same (.2).
01/29/25	Kelly Meyer	0.30	Correspond with landlords re contract procedures objections.
01/29/25	James Ziemba	1.30	Draft correspondence to landlords re property abandonment (1.2); conference with O. Acuna re same (.1).
01/30/25	Olivia Acuna	1.00	Telephone conference with Company, A&M, L. Blumenthal re leases (.5); conference with J. Ziemba re same (.5).
01/30/25	Devon N. Chenelle	1.00	Research re executory contract considerations (.9); correspond with M. Waldrep, A&M re same (.1).
01/30/25	Devon N. Chenelle	0.80	Research re executory contract issues (.7); correspond with M. Waldrep re same (.1).
01/30/25	Fredrica George	1.00	Analyze contracts re executory consideration (.5); correspond with landlord counsel re unpaid rent (.5).
01/30/25	Alec Klimowicz	0.20	Correspond with L. Blumenthal, M. Waldrep re counterparty lease rejection considerations.
01/30/25	Jeff Michalik	0.10	Correspond with L. Blumenthal, K&E team re landlord issues.
01/30/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with J. Michalik, K&E team re lease matters.
01/30/25	James Ziemba	4.80	Draft and revise abandonment motion (.6); correspond with O. Acuna, L. Blumenthal, and J. Michalik re same (.2); draft correspondence to A&M re royalty agreements (.3); conference with O. Acuna, K&E team, A&M and Company re unexpired leases (.5); research re unexpired leases issues (2.7); correspond with O. Acuna and L. Blumenthal re same (.5).
01/31/25	Olivia Acuna	2.90	Telephone conference with landlord counsel re construction (.5); correspond with Company, J. Michalik, K&E team re same (.7); telephone conference with Company re same (.5); draft correspondence to landlord, Company re same (.4); analyze correspondence, diligence re same (.8).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/31/25	Devon N. Chenelle	4.00	Research re executory contract considerations (3.5); correspond with M. Waldrep re same (.5).
01/31/25	Fredrica George	0.30	Correspond with landlord re lease assumption and rejection.
01/31/25	Anup Sathy, P.C.	0.50	Review and analyze open landlord issues.
01/31/25	James Ziemba	0.90	Draft and revise automatic stay letter re leases issue (.8); correspond with O. Acuna re same (.1).
02/02/25	Olivia Acuna	0.80	Review, revise assumption rejection procedures.
02/02/25	Kelly Meyer	0.50	Review, analyze landlord objections to contracts procedures.
02/03/25	Olivia Acuna	1.30	Telephone conference with landlord, counsel, Company, L. Blumenthal re lease (.5); prepare re same (.3); correspond with L. Blumenthal, A&M team re same (.5).
02/03/25	Devon N. Chenelle	3.80	Research re consignment agreement (3.3); correspond with M. Waldrep re same (.5).
02/03/25	Fredrica George	0.10	Correspond with landlord re lease rejection and assumption timeline.
02/03/25	Fredrica George	0.30	Review and analyze contract to determine if it is executory.
02/03/25	Alec Klimowicz	0.30	Conference with landlord re unexpired lease status (.1); draft summary re same (.2).
02/03/25	Alec Klimowicz	0.30	Correspond with M. Waldrep re EasyPost executory contract analysis.
02/03/25	Kelly Meyer	8.80	Review, analyze landlord objections to contract procedures (3.1); telephone conferences with J. Raphael re same (.5); correspond with J. Raphael re same (.5); review, revise contract procedures objection summary (1.8); review, analyze UCC objections to contract procedures (2.9).
02/03/25	Jeff Michalik	0.60	Review and analyze landlord issues.
02/03/25	Joshua Raphael	0.70	Review, analyze assumption-rejection procedures order comments (.4); review, analyze objections re same (.1); conference with K. Meyer re same (.2).
02/04/25	Olivia Acuna	0.50	Correspond with Company, landlord counsel re lease status.

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 JOANN Inc.
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/04/25	Devon N. Chenelle	1.90	Research re executory contracts considerations (1.5); correspond with M. Waldrep and L. Blumenthal re same (.4).
02/04/25	Fredrica George	0.60	Update vendor outreach summary (.2); telephone conference with landlord re rejection and assumption timeline (.4).
02/04/25	Kelly Meyer	4.90	Review, revise contract procedures re UCC objections (4.0); correspond with J. Raphael re same (.9).
02/04/25	Jeff Michalik	0.50	Conference with L. Blumenthal, O. Acuna re store closing procedures motion.
02/05/25	Olivia Acuna	1.30	Review, revise assumption and assignment procedures (1.0); correspond with J. Raphael re same (.3).
02/05/25	Devon N. Chenelle	4.80	Revise store closing motion (4.3); correspond with J. Raphael and J. Ziemba re same (.5).
02/05/25	Christian Mancino	0.60	Revise store closing motion.
02/05/25	Kelly Meyer	8.00	Telephone conference with J. Raphael re contract procedures objections (.2); review, revise contract procedures re objections (1.3); correspond with J. Raphael, counterparties re same (1.5); review, analyze precedent re same (5.0).
02/05/25	Jeff Michalik	0.40	Review and analyze objections to rejection procedures motion.
02/05/25	Jeff Michalik	0.50	Analyze landlord side letter (.3); correspond with K. Meyer, K&E team re landlord strategy (.2).
02/05/25	Joshua Raphael	5.70	Conference with Cole Schotz re store closing (.2); conference with O. Acuna re assumption-rejection procedures, open items (.5); correspond with Cole Schotz re same (.1); follow up re open store closing issues (.3); review, analyze store closing motion (.2); conference with J. Ziemba re store closing issues (.2); review, analyze assumption-rejection procedures order, second day orders (3.4); correspond with J. Ziemba, D. Chenelle re same (.8).
02/05/25	James Ziemba	6.90	Conference with J. Raphael and D. Chenelle re store closing motion (.8); research re same (2.1); draft, revise same (4.0).

Legal Services for the Period Ending February 28, 2025

Invoice Number:

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JOANN Inc.

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Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/25	Olivia Acuna	4.60	Review, revise assumption and assignment procedures (1.6); analyze precedent re same (1.2); telephone conference with Company, L. Blumenthal, re leases (.5); telephone conference with J. Raphael re assumption, rejection procedures (.8); analyze revisions re same (.5).
02/06/25	Kelly Meyer	8.70	Review, revise contract procedures order (3.0); correspond with J. Raphael, K&E team, landlord parties re same (4.5); further correspond with J. Raphael re same (1.2).
02/06/25	Joshua Raphael	4.80	Conferences with landlord counsels re 365(d)(4) objections (4.0); conference with O. Acuna re assumption, rejection procedures (.8).
02/06/25	Matt Waldrep	0.10	Correspond with O. Acuna, K&E team, A&M, counterparty re postpetition rent.
02/06/25	James Ziemba	1.50	Draft, revise motion to shorten re store closing motion.
02/06/25	James Ziemba	1.90	Draft, revise store closing motion.
02/07/25	Olivia Acuna	0.50	Correspond with landlord counsel re lease status (.1); telephone conference with counsel to landlord re lease status (.3); correspond with Company re same (.1).
02/07/25	Kelly Meyer	2.40	Review, analyze contract procedure objection issues (1.9); conference with counterparties re same (.5).
02/07/25	Joshua Raphael	5.30	Review, analyze correspondence from CS re second day orders, interim compensation, retention applications (.7); review, analyze same (1.3); conference with CS re same (.1); review, analyze assumption-rejection procedures, store closing precedent (.9); correspond with O. Acuna re outstanding objections re assumption-rejection procedures, 365(d) (.4); prepare COCs and second day orders (1.9).
02/07/25	Aparna Yenamandra, P.C.	0.70	Correspond with Centerview, Company advisor team re store closings.
02/07/25	James Ziemba	0.40	Review, analyze vendor contracts (.3); correspond with M. Waldrep re same (.1).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050116074
 Matter Number: 58106-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/08/25	Devon N. Chenelle	3.20	Research re motion to shorten re store closing motion (.3); revise store closing motion (2.8); correspond with O. Acuna and J. Ziemba re same (.1).
02/08/25	James Ziemba	1.90	Revise store closing motion (1.7); correspond with D. Chenelle re same (.2).
02/09/25	Devon N. Chenelle	2.20	Revise store closing motion (1.0); correspond with J. Ziemba and J. Raphael re same (.2); research re same (.9); correspond with O. Acuna re same (.1).
02/09/25	Joshua Raphael	1.60	Comment on store closing motion (.1); comment on declaration in support of same (.3); review, revise motion to shorten (1.2).
02/09/25	James Ziemba	3.20	Revise store closing motion (.9); correspond with D. Chenelle re same (.2); revise motion to shorten re closing motion (.6); draft, revise store closing motion declaration (1.5).
02/10/25	Devon N. Chenelle	5.70	Revise store closing motion (5.0); correspond with O. Acuna, L. Blumenthal, and A&M re same (.7).
02/10/25	Fredrica George	0.40	Correspond with landlord re February rent payment (.3); correspond with A&M re same (.1).
02/10/25	Kelly Meyer	1.60	Review, analyze correspondence from counterparties re contract procedures rejections (1.2); correspond with J. Raphael re same (.4).
02/10/25	Joshua Raphael	3.80	Review, analyze declaration in support of store closing (1.5); correspond with O. Acuna re store closing motion (.1); revise store closing declaration (1.1); conference with KDW re assumption-rejection procedures (.2); research re assumption-rejection procedures (.3); review, analyze question re executory contract and correspond with A&M re same (.2); correspond with landlord counsel re assumption-rejection procedures (.3); conference with J. Ziemba re store closing declaration (.1).
02/10/25	Anup Sathy, P.C.	0.90	Review and analyze store closing strategies.
02/10/25	Aparna Yenamandra, P.C.	0.60	Correspond with O. Acuna, K&E team re store closings.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050116074
 Matter Number: 58106-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with advisor team, O. Acuna, K&E team re store closing considerations.
02/10/25	James Ziemba	2.10	Revise store closing declaration (1.8); correspond with J. Raphael re same (.3).
02/11/25	Olivia Acuna	1.10	Review, revise assumption rejection procedures (.7); telephone conference with J. Raphael re same (.4).
02/11/25	Lindsey Blumenthal	1.00	Conference with landlord counterparty re rejection issues (.8); prepare for same (.2).
02/11/25	Kelly Meyer	5.20	Review, revise contract procedures order (.9); review, analyze issues re same (3.5); correspond with J. Raphael, K&E team, counterparties re same (.8).
02/11/25	Jeff Michalik	0.20	Analyze lease rejection, landlord issues.
02/11/25	Joshua Raphael	5.90	Review, revise 365(d)(4) motion (.3); review, analyze store closing procedures (.4); correspond with Ballard Spahr re assumption-rejection procedures (.1); prepare certificate of counsel re 365(d)(4) motion (.4); conference, correspondence re objection to 365(d)(4) and analyze issues re same (.7); conference with Ballard Spahr, Allen Matkins re bid procedures, lease related matters (.8); review, revise store closing motion (1.1); review, revise assumption-rejection procedures (1.1); review, revise 365(d)(4) (.2); conference with K. Meyer re certificate of counsel (.1); review, analyze assumption rejection procedures certificate of counsel (.2); review, revise, correspond with various parties re assumption-rejection procedures (.5).
02/11/25	Aparna Yenamandra, P.C.	0.30	Review, revise store closing motion.
02/11/25	James Ziemba	7.40	Revise store closing motion declaration (1.9); correspond with O. Acuna and K&E team re same (.4); telephone conference with O. Acuna and A&M team re same (.4); revise motion to shorten (.9); revise store closing declaration (1.9); correspond with Cole Schotz and Kroll teams re filing same (.9); review, revise store closing motion (1.0).

Legal Services for the Period Ending February 28, 2025

Invoice Number:

1050116074

JOANN Inc.

Matter Number:

58106-10

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/12/25	Devon N. Chenelle	7.00	Revise store closing motion (1.2); revise going out of business list (1.1); correspond with A. Veit and L. Blumenthal re store closing order (.2); revise store closing order (1.2); draft summary re same (3.3).
02/12/25	Fredrica George	0.40	Correspond with landlords re status of rent payments.
02/12/25	Kelly Meyer	0.80	Review, analyze contract procedures.
02/12/25	Jeff Michalik	0.30	Correspond with L. Blumenthal, K&E team re landlord side letter process.
02/12/25	Joshua Raphael	5.90	Review, analyze hearing agenda (.2); conference with landlord counsel re 365(d)(4) motion (.4); review, revise store closing order (.8); follow up with objecting parties re outstanding objections (.6); review, analyze comments to store closing order (1.1); review, revise 365(d)(4) to resolve objections (.8); review, revise store closing motion, exhibit, procedures (1.4); correspond with MLB, Katten re revised order (.2); correspond with SVP, K&E team, landlords re store closing motion (.2); review, analyze issues re same (.2).
02/12/25	James Ziemba	4.90	Review, revise store closing motion (2.0); revise store closing order re lender and U.S. Trustee comments (2.1); correspond with D. Chenelle and K&E team re same (.8).
02/13/25	Olivia Acuna	0.30	Analyze correspondence from Company re lease issues, landlord inbounds.
02/13/25	Devon N. Chenelle	2.80	Revise summary re side letters re store closing considerations.
02/13/25	Fredrica George	0.30	Correspond with landlord counsel re store closing motion.
02/13/25	Kelly Meyer	0.80	Review, revise contract procedures (.5); correspond with J. Raphael re same (.3).
02/13/25	Matt Waldrep	0.30	Telephone conference with O. Acuna re store closing motion (.2); correspond with A. Acuna re same (.1).
02/13/25	James Ziemba	1.60	Revise store closing order (1.1); correspond with J. Raphael and K&E team re same (.5).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050116074
 Matter Number: 58106-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/25	Olivia Acuna	1.20	Correspond with J. Ziemba re lease issues (.1); correspond with landlord counsel re same (.4); correspond with Company re same (.4); analyze precedent re assumption and assignment order (.3).
02/14/25	Devon N. Chenelle	3.10	Revise summary re side letters (2.6); correspond with J. Raphael and L. Blumenthal re same (.5).
02/14/25	Joshua Raphael	1.00	Correspond with D. Chenelle re summary re side letters (.2); review, revise store closing order and analyze outstanding issues (.8).
02/18/25	Olivia Acuna	0.90	Correspond with M. Waldrep re leases.
02/18/25	Devon N. Chenelle	0.50	Review, revise summary re side letters.
02/18/25	Kelly Meyer	0.80	Review, analyze reporting requirements re contract assumption procedures (.4); correspond with J. Raphael re same (.1); correspond with A&M re lease rejections (.3).
02/18/25	Joshua Raphael	0.30	Review, analyze contracts re executory considerations (.2); conference with K. Meyer re assumption-rejection procedures (.1).
02/19/25	Olivia Acuna	0.30	Correspond with Company, J. Ziemba re leases.
02/19/25	Kelly Meyer	0.20	Telephone conference with L. Blumenthal, A&M team re contract rejection process.
02/19/25	Matt Waldrep	0.30	Review, analyze landlord notice (.2); correspond with landlord, J. Michalik, K&E team re same (.1).
02/20/25	Olivia Acuna	0.70	Correspond with Company re lease issues (.5); correspond with landlord counsel re same (.2).
02/20/25	Devon N. Chenelle	3.50	Research re store closing procedures (3.3); correspond with K. Meyer and L. Blumenthal re same (.2).
02/20/25	Joshua Raphael	0.10	Review, analyze rejection inquiry re Dittopatterns.
02/20/25	James Ziemba	0.50	Conference with O. Acuna, K&E team, Company re outstanding leases.
02/24/25	Olivia Acuna	0.20	Correspond with Company re lease issues.
02/24/25	James Ziemba	1.40	Revise lease rejection notice (1.2); correspond with K. Meyer re same (.2).
02/25/25	Fredrica George	0.40	Correspond with multiple landlords' counsel re current status of leases.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116074
Matter Number: 58106-10

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/25	Aparna Yenamandra, P.C.	0.90	Correspond with A&M, agent re store closing matters.
02/25/25	James Ziemba	0.50	Revise rejection notice.
02/26/25	Fredrica George	0.40	Correspond with landlord counsel re store closing procedures.
02/28/25	Joshua Raphael	0.30	Conference with J. Ziemba, landlord re lease issues.
02/28/25	Anup Sathy, P.C.	0.60	Review and analyze lease issues re wind down.
02/28/25	Matt Waldrep	0.10	Correspond with L. Blumenthal, K&E team re landlord inquiry.
02/28/25	James Ziemba	0.50	Telephone conference with J. Raphael, landlord re lease issues.
Total		280.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116075
Client Matter: 58106-11

In the Matter of Business Operations

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 3,692.50

Total legal services rendered

\$ 3,692.50

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Business Operations

Invoice Number: 1050116075
Matter Number: 58106-11

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	2.00	1,465.00	2,930.00
Lindsey Blumenthal	0.50	1,525.00	762.50
TOTALS	2.50		\$ 3,692.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Business Operations

Invoice Number: 1050116075
 Matter Number: 58106-11

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/25	Olivia Acuna	0.80	Telephone conference with Company, L. Blumenthal re operations, case status.
01/27/25	Lindsey Blumenthal	0.50	Conference with O. Acuna, Company re legal work in process, business operations.
02/03/25	Olivia Acuna	0.30	Telephone conference with Company re operations, case status.
02/10/25	Olivia Acuna	0.30	Telephone conference with Company re case status, operations.
02/18/25	Olivia Acuna	0.60	Telephone conference with L. Blumenthal re operations, case status.
Total		2.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116076
Client Matter: 58106-12

In the Matter of Claims Administration

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 36,700.50

Total legal services rendered

\$ 36,700.50

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Claims Administration

Invoice Number: 1050116076
Matter Number: 58106-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Devon N. Chenelle	2.30	880.00	2,024.00
Kaitlan Donahue	1.00	880.00	880.00
Fredrica George	3.60	1,065.00	3,834.00
Joshua Raphael	0.80	1,195.00	956.00
Anup Sathy, P.C.	2.70	2,595.00	7,006.50
James Ziemba	25.00	880.00	22,000.00
TOTALS	35.40		\$ 36,700.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Claims Administration

Invoice Number: 1050116076
 Matter Number: 58106-12

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/25	Kaitlan Donahue	0.30	Telephone conference with counterparty re claim (.1); correspond with O. Acuna, K&E team re same (.1); draft summary of conference re same (.1).
01/21/25	Anup Sathy, P.C.	0.40	Review and analyze administrative claim pool.
01/21/25	James Ziemba	4.80	Research precedent re bar date motion (1.6); draft and revise same (3); correspond with L. Blumenthal re same (.2).
01/22/25	Anup Sathy, P.C.	0.70	Analyze administrative claims pool.
01/22/25	James Ziemba	3.10	Draft and revise bar date motion.
01/27/25	Fredrica George	0.20	Research re claim priority considerations.
01/27/25	James Ziemba	0.50	Revise bar date motion.
01/28/25	James Ziemba	0.20	Review and revise bar date motion.
01/29/25	Fredrica George	1.50	Research re claims considerations.
01/29/25	Anup Sathy, P.C.	0.50	Review and analyze lessor claims.
02/02/25	Devon N. Chenelle	1.50	Research re claim classification (1.2); correspond with M. Waldrep re same (.3).
02/03/25	James Ziemba	3.20	Research re bar date considerations (.7); correspond with L. Blumenthal re same (.2); draft, revise bar date motion (2.3).
02/07/25	James Ziemba	2.10	Correspond with Cole Schotz team and Kroll team re bar date motion (.4); correspond with L. Blumenthal and J. Michalik re same (.1); review, revise bar date motion (1.6).
02/17/25	James Ziemba	1.30	Revise bar date motion (1.1); correspond with L. Blumenthal and lenders re same (.2).
02/18/25	James Ziemba	0.30	Revise bar date motion per lender comments.
02/19/25	James Ziemba	0.60	Revise bar date motion (.2); correspond with J. Raphael re same (.4).
02/20/25	Joshua Raphael	0.80	Correspond with J. Ziemba re bar date comments (.4); analyze same (.4).
02/20/25	James Ziemba	2.90	Revise bar date motion (1.8); revise notice re bar date motion filing (.4); correspond with Cole Schotz team, lenders re bar date motion filing (.7).
02/24/25	Fredrica George	0.50	Draft 9019 motion re claims.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Claims Administration

Invoice Number: 1050116076
 Matter Number: 58106-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/25	James Ziemba	0.40	Revise bar date order per auction (.3); correspond with A. Yenamandra re same (.1).
02/25/25	Devon N. Chenelle	0.80	Research re claims considerations.
02/25/25	Kaitlan Donahue	0.70	Research re administrative claims (.5); correspond with A&M team re same (.1); correspond with L. Blumenthal re same (.1).
02/25/25	Anup Sathy, P.C.	1.10	Analyze objections and potential settlements.
02/27/25	James Ziemba	4.50	Revise bar date motion re U.S. Trustee comments (3.1); correspond with L. Blumenthal and K&E team, Kroll team re bar date motion (1.4).
02/28/25	Fredrica George	1.40	Draft, revise 9019 motion re claims.
02/28/25	James Ziemba	1.10	Amend bar date motion re stakeholder comments (.3); correspond with J. Raphael and O. Acuna re same (.8).
Total		35.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116077

Client Matter: 58106-13

In the Matter of Schedules and Statements (SOFAs)

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 34,761.50

Total legal services rendered

\$ 34,761.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Schedules and Statements (SOFAs)

Invoice Number: 1050116077
 Matter Number: 58106-13

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	1.80	1,465.00	2,637.00
Lindsey Blumenthal	1.90	1,525.00	2,897.50
Christian Mancino	2.40	395.00	948.00
Jeff Michalik	1.10	1,735.00	1,908.50
Joshua Raphael	10.10	1,195.00	12,069.50
Nick Stratman	5.00	1,065.00	5,325.00
James Ziemba	10.20	880.00	8,976.00
TOTALS	32.50		\$ 34,761.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Schedules and Statements (SOFAs)

Invoice Number: 1050116077
 Matter Number: 58106-13

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/25	Joshua Raphael	0.30	Conference with N. Stratman, K&E team re Global Notes.
01/29/25	Nick Stratman	0.80	Conference with J. Raphael, J. Ziemba re schedules and statements (.3); review, analyze precedent re same (.5).
01/29/25	James Ziemba	0.20	Conference with J. Raphael and N. Stratman re schedules and statements.
01/30/25	Olivia Acuna	0.80	Telephone conference with A&M, J. Raphael, K&E team re schedules and statements (.3); analyze research re same (.5).
01/30/25	Joshua Raphael	0.40	Conference with A&M, O. Acuna, K&E team re schedules and statements (.3); correspond re same (.1).
01/30/25	Nick Stratman	0.70	Conference with J. Raphael, K&E team, A&M team re schedules and statements (.3); review, analyze precedent re same (.4).
01/30/25	James Ziemba	2.40	Draft and revise global notes re schedules and statements (1.9); conference with J. Raphael, K&E team, A&M team re same (.5).
01/31/25	Joshua Raphael	0.30	Conference with J. Bernstein re schedules and statements (.2); prepare for same (.1).
01/31/25	Nick Stratman	0.30	Conference with J. Raphael, K&E team re schedules and statements.
01/31/25	James Ziemba	1.90	Research re schedules and statements (1.7); conference with J. Raphael, K&E team re same (.2).
02/03/25	Nick Stratman	0.30	Correspond with A&M re schedules and statements.
02/03/25	James Ziemba	0.80	Draft and revise global notes for schedules and statements.
02/04/25	Olivia Acuna	0.30	Telephone conference with A&M team, L. Blumenthal, J. Raphael, K&E team re schedules and statements.
02/04/25	Joshua Raphael	1.70	Conference with O. Acuna, K&E team re schedules and statements (.3); review, analyze same (1.1); conference with Cole Schotz re same (.3).
02/04/25	Nick Stratman	1.00	Conference with O. Acuna, K&E team re schedules and statements (.4); review, analyze global notes (.6).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Schedules and Statements (SOFAs)

Invoice Number: 1050116077
 Matter Number: 58106-13

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/04/25	James Ziemba	0.40	Conference with A&M team re outstanding schedules and statements issues.
02/05/25	Joshua Raphael	0.30	Review, analyze global notes.
02/05/25	Nick Stratman	0.40	Review, analyze schedules and statements.
02/05/25	James Ziemba	0.20	Review, analyze global notes.
02/06/25	Christian Mancino	2.40	Conference with K. Donahue re research of SOFAs extension timeline (.1); research precedent case timelines re same (2.3).
02/06/25	Joshua Raphael	0.50	Review, analyze global notes.
02/07/25	Joshua Raphael	1.20	Review, analyze schedules and statements.
02/07/25	James Ziemba	1.00	Revise global notes (.9); correspond with N. Stratman and K&E team re same (.1).
02/08/25	Lindsey Blumenthal	1.90	Review, revise global notes.
02/08/25	Joshua Raphael	0.10	Review, analyze schedules and statements.
02/09/25	Jeff Michalik	1.10	Review and revise schedules and statements global notes.
02/09/25	Joshua Raphael	1.10	Review, analyze schedules and statements (.9); correspond with A&M, J. Ziemba, K&E team re same (.2).
02/09/25	James Ziemba	1.10	Revise global notes (.9); correspond with J. Raphael and K&E team re same (.2).
02/10/25	Olivia Acuna	0.70	Telephone conference with A&M team, J. Raphael, K&E team re schedules.
02/10/25	Joshua Raphael	4.20	Review, analyze correspondence re schedules and statements (.2); correspond with N. Stratman, K&E team re global notes (.2); review, revise same (.2); review, analyze schedules and statements (3.0); conference with A&M re same (.6).
02/10/25	Nick Stratman	1.50	Conference with O. Acuna, K&E team, A&M team re schedules and statements (.5); review, analyze same (1.0).
02/10/25	James Ziemba	1.30	Revise global notes.
02/11/25	James Ziemba	0.90	Revise global notes (.7); correspond with A&M and Cole Schotz teams re filing (.2).
Total		32.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116078
Client Matter: 58106-14

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 26,575.00

Total legal services rendered

\$ 26,575.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Creditor and Stakeholder Communications

Invoice Number: 1050116078
 Matter Number: 58106-14

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	2.80	1,465.00	4,102.00
Lindsey Blumenthal	4.00	1,525.00	6,100.00
Jeff Michalik	2.30	1,735.00	3,990.50
Joshua Raphael	0.30	1,195.00	358.50
Nick Stratman	0.50	1,065.00	532.50
Josh Sussberg, P.C.	0.20	2,595.00	519.00
Aparna Yenamandra, P.C.	5.50	1,995.00	10,972.50
TOTALS	15.60		\$ 26,575.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Creditor and Stakeholder Communications

Invoice Number: 1050116078
 Matter Number: 58106-14

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Josh Sussberg, P.C.	0.10	Correspond with various creditors re case inquiries.
01/21/25	Lindsey Blumenthal	1.50	Correspond with parties in interest re case status.
01/21/25	Joshua Raphael	0.30	Conference with Kroll, L. Blumenthal, K&E team re service plan.
01/24/25	Jeff Michalik	0.40	Analyze noticing issues, strategy.
01/29/25	Jeff Michalik	0.20	Analyze noticing issues, strategy.
02/10/25	Jeff Michalik	0.30	Correspond with A. Yenamandra, L. Blumenthal re store closing communications (.1); review and analyze same (.2).
02/10/25	Aparna Yenamandra, P.C.	5.50	Telephone conferences with creditor lawyers, Company advisors re upcoming hearings, next steps (4.3); correspond with creditor lawyers, Company advisors re same (1.2).
02/20/25	Olivia Acuna	1.50	Correspond with L. Blumenthal, JF team re communications materials (.4); review, revise re same (1.1).
02/24/25	Nick Stratman	0.50	Review, analyze correspondence form with stakeholders.
02/26/25	Olivia Acuna	1.30	Review, revise communications materials re sale.
02/26/25	Lindsey Blumenthal	2.50	Correspond with parties in interest re sale impacts.
02/26/25	Josh Sussberg, P.C.	0.10	Correspond with various creditors re case inquiries.
02/27/25	Jeff Michalik	1.10	Review and analyze stakeholder communications re sale approval.
02/28/25	Jeff Michalik	0.30	Review and analyze stakeholder communications re sale approval.
Total		15.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116079
Client Matter: 58106-15

In the Matter of U.S. Trustee Matters and Communications

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 40,792.50

Total legal services rendered

\$ 40,792.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 U.S. Trustee Matters and Communications

Invoice Number: 1050116079
 Matter Number: 58106-15

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	2.40	1,465.00	3,516.00
Lindsey Blumenthal	5.90	1,525.00	8,997.50
Brigit Crosbie	0.50	1,345.00	672.50
Jeff Michalik	4.20	1,735.00	7,287.00
Joshua Raphael	6.50	1,195.00	7,767.50
Anup Sathy, P.C.	1.60	2,595.00	4,152.00
Anthony Vincenzo Sexton, P.C.	0.30	2,075.00	622.50
Michael C. Whalen	5.10	1,525.00	7,777.50
TOTALS	26.50		\$ 40,792.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 U.S. Trustee Matters and Communications

Invoice Number: 1050116079
 Matter Number: 58106-15

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Jeff Michalik	1.20	Conference with U.S. Trustee re first day orders.
01/15/25	Anup Sathy, P.C.	0.40	Analyze U.S. Trustee comments to orders.
01/16/25	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with U.S. Trustee, J. Raphael, K&E team re tax first day motion.
01/21/25	Olivia Acuna	0.30	Telephone conference with J. Raphael, L. Blumenthal, A&M team re initial debtor interview diligence.
01/21/25	Lindsey Blumenthal	0.80	Conference with J. Raphael, A&M re initial debtor interview materials (.4); review, analyze questions re same (.4).
01/21/25	Joshua Raphael	0.40	Conference with A&M, L. Blumenthal re initial debtor interview materials.
01/22/25	Joshua Raphael	0.30	Draft U.S. Trustee correspondence re initial debtor interview materials.
01/28/25	Jeff Michalik	0.10	Review and analyze creditors' committee appointment notice.
01/29/25	Joshua Raphael	0.80	Correspond with A&M re initial debtor interview coordination, schedules and statements (.3); prepare for same (.2); conference with M. Whalen, K&E team, Company, A&M re same (.3).
01/30/25	Olivia Acuna	0.50	Participate in initial debtor interview (.4); prepare for same (.1).
01/30/25	Jeff Michalik	0.20	Conference with L. Blumenthal re initial debtor interview preparation.
01/30/25	Joshua Raphael	0.50	Attend initial debtor interview (.4); correspond with L. Blumenthal, K&E team re same (.1).
02/03/25	Lindsey Blumenthal	1.30	Review open issues re U.S. Trustee (.8); conference with U.S. Trustee re open issues (.5).
02/03/25	Jeff Michalik	0.40	Conference with U.S. Trustee, L. Blumenthal, K&E team re bid procedures, sale issues.
02/03/25	Joshua Raphael	2.90	Review, analyze U.S. Trustee and Committee comments to first day orders and correspond re same (1.2); correspond with N. Stratman K&E team re same (1.4); conference with U.S. Trustee, N. Stratman K&E team re outstanding objections, comments (.3).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 U.S. Trustee Matters and Communications

Invoice Number: 1050116079
 Matter Number: 58106-15

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/04/25	Olivia Acuna	0.20	Analyze U.S. Trustee comments to final orders.
02/10/25	Joshua Raphael	0.40	Correspond with M. Whalen, K&E team re 341 meeting (.1); research re same (.3).
02/11/25	Lindsey Blumenthal	0.30	Correspond with U.S. Trustee re shortened notice.
02/17/25	Olivia Acuna	0.50	Telephone conference with A&M, Company, L. Blumenthal, J. Raphael, M. Whalen re 341 meeting.
02/17/25	Lindsey Blumenthal	1.00	Prepare for 341 meeting.
02/17/25	Brigit Crosbie	0.50	Review, analyze materials re 341 meeting.
02/17/25	Joshua Raphael	0.50	Conference with L. Blumenthal, K&E team, A&M re 341 meeting preparations.
02/17/25	Michael C. Whalen	1.90	Prepare for 341 meeting and analyze precedent and notes relevant to same (1.2); participate in 341 meeting preparation session with J. Dwyer (.7).
02/19/25	Lindsey Blumenthal	2.50	Attend and participate in 341 meeting.
02/19/25	Jeff Michalik	2.00	Attend portion of section 341 meeting.
02/19/25	Michael C. Whalen	3.20	Prepare for 341 meeting (.7); attend 341 meeting (2.5).
02/24/25	Olivia Acuna	0.90	Telephone conference with U.S. Trustee, L. Blumenthal, K&E team re comments to orders (.5); review, revise responses to 341 meeting follow up questions (.4).
02/24/25	Joshua Raphael	0.40	Review, analyze responses to 341 meeting follow up.
02/24/25	Anup Sathy, P.C.	0.40	Review and analyze UCC settlement issues.
02/25/25	Anup Sathy, P.C.	0.80	Review and analyze U.S. Trustee objections.
02/27/25	Jeff Michalik	0.30	Analyze U.S. Trustee comments to ICP order (.2); correspond with K&E team re same (.1).
02/28/25	Joshua Raphael	0.30	Correspond with U.S. Trustee re 341 meeting follow up.
Total		26.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116080
Client Matter: 58106-16

In the Matter of Hearings

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 161,840.50

Total legal services rendered

\$ 161,840.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Hearings

Invoice Number: 1050116080
 Matter Number: 58106-16

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	12.70	1,465.00	18,605.50
Bill Arnault, P.C.	8.60	2,015.00	17,329.00
Lindsey Blumenthal	22.80	1,525.00	34,770.00
Julia F. Burnson	3.80	685.00	2,603.00
Katherine Chen	1.50	395.00	592.50
Fredrica George	0.60	1,065.00	639.00
Susan D. Golden	0.40	1,795.00	718.00
Christian Mancino	0.30	395.00	118.50
Jeff Michalik	10.40	1,735.00	18,044.00
Anup Sathy, P.C.	5.70	2,595.00	14,791.50
Josh Sussberg, P.C.	1.70	2,595.00	4,411.50
Michael C. Whalen	19.40	1,525.00	29,585.00
Aparna Yenamandra, P.C.	9.40	1,995.00	18,753.00
James Ziemba	1.00	880.00	880.00
TOTALS	98.30		\$ 161,840.50

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Hearings

Invoice Number: 1050116080
Matter Number: 58106-16

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Lindsey Blumenthal	4.00	Prepare for first day hearing (2.4); correspond with parties in interest re hearing (1.6).
01/15/25	Jeff Michalik	0.40	Correspond with Cole Schotz re second day hearing timing, scheduling.
01/15/25	Michael C. Whalen	5.80	Draft and revise first day hearing witness preparation materials (3.7); analyze declarations and pleadings re same (1.2); conference with Company witnesses re hearing preparation (.9).
01/16/25	Olivia Acuna	6.90	Prepare for first day hearing (4.3); telephone conference with J. Michalik re same (.2); telephone conference with S. Golden re same (.4); participate in first day hearing (2.0).
01/16/25	Bill Arnault, P.C.	1.50	Participate in first day hearing (.2); participate in preparation sessions re same (.5); prepare for same (.8).
01/16/25	Lindsey Blumenthal	3.50	Prepare for first day hearing (1.6); participate in first day hearing (1.9).
01/16/25	Julia F. Burnson	2.00	Prepare hearing materials re January 16, 2024 hearing (1.5); correspond with L. Blumenthal re hearing logistics (.5).
01/16/25	Susan D. Golden	0.40	Conference with O. Acuna re preparation for first day hearing.
01/16/25	Jeff Michalik	2.00	Participate in first day hearing.
01/16/25	Anup Sathy, P.C.	2.10	Telephonically attend first day hearing (2.0); prepare for same (.1).
01/16/25	Josh Sussberg, P.C.	1.30	Participate in first day hearing (partial).
01/16/25	Michael C. Whalen	6.40	Draft and revise first day hearing preparation materials (2.1); conference with Company witnesses re preparation for first day hearing and potential testimony (2.3); attend first day hearing (2.0).
01/16/25	Aparna Yenamandra, P.C.	2.50	Participate in first day hearing (2.0); prepare for same (.5).
01/16/25	James Ziemba	1.00	Review, analyze hearing transcripts re first day hearing preparations (.8); correspond with L. Blumenthal re same (.2).
02/04/25	Lindsey Blumenthal	0.80	Review revised orders re second day hearing.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Hearings

Invoice Number: 1050116080
 Matter Number: 58106-16

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/05/25	Jeff Michalik	0.20	Correspond with Cole Schotz re hearing logistics, timing.
02/06/25	Fredrica George	0.60	Review, revise second day orders for second day hearing.
02/10/25	Aparna Yenamandra, P.C.	0.30	Correspond with CS re hearing agendas.
02/11/25	Lindsey Blumenthal	0.70	Review, analyze agenda, witness and exhibit list for hearing.
02/12/25	Julia F. Burnson	0.70	Correspond with L. Blumenthal re February 14, 2025 hearing logistics (.4); coordinate logistics for February 14, 2025 hearing (.3).
02/12/25	Anup Sathy, P.C.	0.50	Conference with A. Yenamandra re evidentiary matters for hearing.
02/13/25	Julia F. Burnson	1.10	Correspond with L. Blumenthal re February 14, 2025 hearing (.3); correspond with Cole Schotz team re February 14, 2025 hearing materials (.3); prepare hearing materials (.5).
02/13/25	Christian Mancino	0.20	Assist in coordinating hearing logistics for second day hearing.
02/13/25	Aparna Yenamandra, P.C.	0.60	Telephone conference with A. Sathy re upcoming hearing (.5); analyze evidentiary strategy (.1).
02/14/25	Olivia Acuna	2.80	Participate in second day hearing (2.4); prepare for same (.4).
02/14/25	Bill Arnault, P.C.	2.40	Participate in bid procedures hearing.
02/14/25	Lindsey Blumenthal	5.40	Prepare for hearing (3.0); attend bidding procedures hearing (2.4).
02/14/25	Katherine Chen	1.20	Coordinate logistics re hearing.
02/14/25	Jeff Michalik	2.70	Participate in second day hearing (2.4); prepare for same (.3).
02/14/25	Anup Sathy, P.C.	2.00	Attend hearing re bid procedures and store closings (partial).
02/14/25	Michael C. Whalen	4.80	Attend bidding procedures hearing (2.4); prepare for same (2.4).
02/14/25	Aparna Yenamandra, P.C.	3.50	Attend hearing re bidding procedures (2.4); prepare for same (1.1).
02/18/25	Christian Mancino	0.10	Revise calendar re updated hearing schedule.
02/26/25	Olivia Acuna	3.00	Participate in sale hearing (1.0); prepare for same (2.0).
02/26/25	Bill Arnault, P.C.	4.10	Prepare for sale and cash collateral hearing.
02/26/25	Bill Arnault, P.C.	0.60	Attend and participate in sale hearing (partial).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Hearings

Invoice Number: 1050116080
 Matter Number: 58106-16

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/26/25	Lindsey Blumenthal	8.40	Prepare for sale hearing (3.9); correspond with objecting parties re same (3.5); participate in hearing (1.0).).
02/26/25	Katherine Chen	0.30	Coordinate materials re 2025.02.28 hearing.
02/26/25	Jeff Michalik	5.10	Participate in sale and cash collateral hearing (1.0); prepare for same (4.1).
02/26/25	Anup Sathy, P.C.	1.10	Attend sale hearing (1.0); prepare for same (.1).
02/26/25	Josh Sussberg, P.C.	0.40	Attend hearing on sale and cash collateral (.3) (partial); correspond with A. Yenamandra re same (.1).
02/26/25	Michael C. Whalen	2.40	Attend sale and cash collateral hearing.
02/26/25	Aparna Yenamandra, P.C.	2.50	Attend sale hearing (1.0); prepare for same (1.5).
Total		98.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116081
Client Matter: 58106-17

In the Matter of Insurance and Surety Matters

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 39,354.00

Total legal services rendered

\$ 39,354.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Insurance and Surety Matters

Invoice Number: 1050116081
 Matter Number: 58106-17

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	2.60	1,465.00	3,809.00
Devon N. Chenelle	22.60	880.00	19,888.00
Alec Klimowicz	0.60	880.00	528.00
Christian Mancino	0.90	395.00	355.50
William T. Pruitt	1.00	1,895.00	1,895.00
Joshua Raphael	2.10	1,195.00	2,509.50
Nick Stratman	8.20	1,065.00	8,733.00
Matt Waldrep	0.30	1,195.00	358.50
Nicholas Warther	0.70	1,825.00	1,277.50
TOTALS	39.00		\$ 39,354.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Insurance and Surety Matters

Invoice Number: 1050116081
 Matter Number: 58106-17

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	William T. Pruitt	1.00	Review, analyze filing and related D&O insurance issues (.5); telephone conferences with A. Yenamandra and J. Michalik re same (.2); telephone conference with P. O'Hara re same (.3).
01/17/25	Olivia Acuna	0.20	Analyze correspondence from W. Pruitt re insurance policy.
01/19/25	Christian Mancino	0.90	Draft motion to shorten notice re motion to reject insurance contract (.7); revise same (.2).
01/21/25	Olivia Acuna	0.30	Correspond with counsel to surety provider re motion comments.
01/22/25	Olivia Acuna	0.90	Correspond with A&M re surety bonds (.3); analyze precedent re same (.6).
01/23/25	Olivia Acuna	0.20	Correspond with counsel to insurer re policies.
01/23/25	Devon N. Chenelle	2.00	Research precedents re surety considerations.
01/23/25	Joshua Raphael	0.10	Review, analyze comments to insurance order.
01/24/25	Devon N. Chenelle	2.80	Research re surety indemnity agreements (2.4); correspond with J. Raphael and N. Stratman re same (.4).
01/24/25	Nick Stratman	1.00	Research, analyze precedent re insurance order comments (.7); draft analysis re same (.3).
01/27/25	Olivia Acuna	0.60	Analyze comments to insurance order.
01/27/25	Devon N. Chenelle	2.50	Review and analyze comments to insurance order (1.8); draft analysis re same (.7).
01/28/25	Devon N. Chenelle	1.40	Draft, revise insurance order (1.3); correspond with J. Raphael re same (.1).
01/28/25	Joshua Raphael	0.10	Review, analyze correspondence from D. Chenelle re insurance, surety issue.
01/28/25	Nick Stratman	0.40	Review, analyze insurance order comments.
01/29/25	Devon N. Chenelle	1.90	Analyze indemnity agreements (1.6); correspond with A&M re same (.3).
01/29/25	Nick Stratman	0.80	Conference with M. Waldrep re insurance issues (.3); review, analyze insurance comments re same (.5).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Insurance and Surety Matters

Invoice Number: 1050116081
 Matter Number: 58106-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/25	Devon N. Chenelle	3.70	Review, analyze surety bonds (3.3); correspond with J. Raphael, N. Stratman, and A&M re same (.4).
01/30/25	Nick Stratman	1.00	Review, analyze comments re insurance final order (.6); correspond with D. Chenelle, K&E team re same (.4).
01/30/25	Matt Waldrep	0.30	Correspond with counterparty re insurance inquiry (.1); review, analyze insurance motion (.1); correspond with A&M, L. Blumenthal, K&E team re same (.1).
01/31/25	Devon N. Chenelle	0.20	Review and analyze correspondence from A&M re final insurance order (.1); correspond with N. Stratman and J. Raphael re same (.1).
01/31/25	Nick Stratman	1.20	Review, revise insurance final order.
02/03/25	Olivia Acuna	0.40	Review, revise comments to insurance order.
02/03/25	Devon N. Chenelle	4.30	Review, analyze surety bonds (2.9); revise insurance order (.9); correspond with J. Raphael and N. Stratman re same (.5).
02/03/25	Joshua Raphael	1.80	Review, analyze insurance order (.3); review, analyze language re insurance order (.6); conference with N. Stratman re same (.2); conference with Cole Schotz team re same (.2); review, revise insurance order (.5).
02/03/25	Nick Stratman	0.90	Review, revise insurance order (.6); correspond with J. Raphael re same (.3).
02/04/25	Devon N. Chenelle	0.50	Research re surety considerations (.2); correspond with N. Stratman re same (.1); revise insurance motion (.2).
02/04/25	Joshua Raphael	0.10	Correspond with D. Chenelle re surety order.
02/04/25	Nick Stratman	1.10	Review, analyze insurance final order comments (.8); revise same (.3).
02/05/25	Devon N. Chenelle	0.50	Revise insurance certification of counsel (.4); correspond with J. Raphael re same (.1).
02/05/25	Nick Stratman	0.60	Draft insurance final order certification of counsel.
02/06/25	Nick Stratman	0.30	Review, revise insurance COC.
02/07/25	Devon N. Chenelle	2.40	Revise insurance order certification of counsel (2.1); correspond with J. Raphael and N. Stratman re same (.3).
02/07/25	Nick Stratman	0.90	Revise insurance certification of counsel.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Insurance and Surety Matters

Invoice Number: 1050116081
 Matter Number: 58106-17

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/25	Devon N. Chenelle	0.40	Revise reporting requirements re insurance considerations (.2); correspond with N. Stratman re same (.2).
02/12/25	Alec Klimowicz	0.60	Review, analyze key main insurance research (.4); correspond with L. Blumenthal re same (.2).
02/19/25	Nicholas Warther	0.70	Review and analyze life insurance policy materials (0.4); correspond with D. Kozek re same (0.3).
Total		39.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116082

Client Matter: 58106-18

In the Matter of Utilities

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 35,388.00

Total legal services rendered

\$ 35,388.00

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Utilities

Invoice Number: 1050116082
Matter Number: 58106-18

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	6.70	1,465.00	9,815.50
Fredrica George	18.10	1,065.00	19,276.50
Joshua Raphael	4.40	1,195.00	5,258.00
Anup Sathy, P.C.	0.40	2,595.00	1,038.00
TOTALS	29.60		\$ 35,388.00

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Utilities

Invoice Number: 1050116082
Matter Number: 58106-18

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/25	Olivia Acuna	0.60	Telephone conference with A&M, F. George re utility issues (.3); correspond with J. Michalik, K&E team re utility payments (.3).
01/21/25	Fredrica George	1.00	Review, revise utility service provider agreement (.7); telephone conference with O. Acuna, A&M re same (.3).
01/22/25	Olivia Acuna	2.00	Review, revise proposed utility agreement (1.1); correspond with F. George, A&M re same (.6); analyze precedent re same (.3).
01/22/25	Fredrica George	0.30	Correspond with O. Acuna re service amendment.
01/23/25	Olivia Acuna	0.40	Review, revise utility provider service agreement (.3); correspond with A&M, F. George re same (.1).
01/23/25	Fredrica George	1.70	Review, revise service amendment (1.0); review, revise proposed language to utilities final order (.6); correspond with O. Acuna, re same (.1).
01/23/25	Joshua Raphael	0.10	Review, analyze utilities demand letter.
01/23/25	Joshua Raphael	0.10	Correspond with L. Blumenthal re Waste Management objection.
01/24/25	Fredrica George	1.40	Correspond with L. Blumenthal, J. Raphael re assurance request.
01/27/25	Fredrica George	1.20	Correspond with J. Raphael, A&M re adequate assurance requests (.2); draft, revise summary re same (1.0).
01/30/25	Fredrica George	0.50	Telephone conference with A&M re adequate assurance requests.
01/31/25	Fredrica George	1.70	Conference with J. Raphael, L. Blumenthal, A&M, utility provider re adequate assurance request (.5); review, analyze proposed language to utilities final order (1.2).
01/31/25	Joshua Raphael	0.10	Review, analyze proposed utilities order language.
01/31/25	Joshua Raphael	0.60	Review, analyze utilities objection (.2); correspond with F. George, K&E team re same, second day orders (.2); conference with utilities provider re same (.2).
01/31/25	Anup Sathy, P.C.	0.40	Analyze utility requests.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Utilities

Invoice Number: 1050116082
Matter Number: 58106-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/01/25	Fredrica George	0.10	Correspond with utility provider re adequate assurance request.
02/03/25	Olivia Acuna	0.80	Telephone conference with utility provider (.4); telephone conference with A&M team, J. Raphael, F. George re utilities objection (.4).
02/03/25	Fredrica George	3.30	Conference with O. Acuna, J. Raphael, A&M, and utility provider re adequate assurance request (.3); update summary re adequate assurance requests (1.7); correspond with utility provider re adequate assurance request (.5); correspond with O. Acuna, J. Raphael, and A&M re same (.3); analyze and summarize objections to utility motion (.5).
02/03/25	Joshua Raphael	0.20	Conference with Duke Energy re utilities order.
02/03/25	Joshua Raphael	0.70	Review, analyze utilities objection and correspond re same (.5); review, revise summary re utilities objections (.2).
02/04/25	Fredrica George	1.00	Review, revise utilities motion (.5); correspond with J. Raphael re adequate assurance request (.5).
02/04/25	Joshua Raphael	0.20	Review, analyze utilities demand letter (.1); research re same (.1).
02/05/25	Fredrica George	0.30	Correspond with J. Raphael, A&M team re adequate assurance requests.
02/06/25	Olivia Acuna	1.00	Telephone conference with A&M team, F. George, J. Raphael re utilities (.5); telephone conference with utility service providers, F. George, Company, A&M team, J. Raphael re utility accounts (.5).
02/06/25	Fredrica George	0.80	Conference with J. Raphael, A&M, and Engie re utility accounts (.3); attend meeting with O. Acuna, J. Raphael, K&E team and A&M re adequate assurance requests (.5).
02/06/25	Joshua Raphael	0.30	Conference with F. George, A&M re utilities.
02/07/25	Olivia Acuna	1.10	Telephone conference with counsel to utility providers re objection (.5); correspond with A&M team, J. Raphael re same (.3); telephone conference with A&M team re same (.3).
02/07/25	Fredrica George	0.50	Conference with O. Acuna, J. Raphael, A&M, and utility counsel re adequate assurance request.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Utilities

Invoice Number: 1050116082
 Matter Number: 58106-18

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/25	Joshua Raphael	0.50	Review, analyze utilities matters.
02/08/25	Olivia Acuna	0.80	Correspond with A&M team, J. Raphael re utilities objection.
02/10/25	Fredrica George	0.20	Correspond with utilities provider re adequate assurance request.
02/11/25	Fredrica George	0.70	Correspond with A&M re adequate assurance requests (.5); review, revise certificate of counsel (.2).
02/11/25	Joshua Raphael	0.50	Review, analyze utilities objection (.1); review, analyze utilities certificate of counsel (.4).
02/12/25	Fredrica George	0.40	Review, revise utilities certificate of counsel.
02/12/25	Joshua Raphael	0.30	Review, analyze utilities settlement and execute same (.2); correspond with A&M re utilities (.1).
02/14/25	Fredrica George	0.50	Conference with J. Raphael, A&M, and Engie re utility accounts.
02/14/25	Joshua Raphael	0.20	Conference with A&M, Engie, Company re utilities.
02/18/25	Joshua Raphael	0.20	Review, analyze utilities settlement letters.
02/19/25	Fredrica George	1.50	Draft correspondence to utility provider re discontinuation notice (1.0); correspond with J. Raphael, A&M, and Company re same (.5).
02/20/25	Joshua Raphael	0.20	Conference with A&M, Engie re utilities matters.
02/24/25	Fredrica George	0.20	Correspond with A&M, Duke Energy re adequate assurance request.
02/25/25	Fredrica George	0.10	Correspond with A&M re adequate assurance requests.
02/26/25	Fredrica George	0.70	Correspond with utility provider re discontinuation notice; correspond with A&M re adequate assurance request.
02/26/25	Joshua Raphael	0.10	Conference with utility provider re disconnect notice.
02/27/25	Joshua Raphael	0.10	Conference with Engie, A&M, Company re utilities.
Total		29.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116083
Client Matter: 58106-19

In the Matter of Tax Matters

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 72,044.00

Total legal services rendered

\$ 72,044.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Tax Matters

Invoice Number: 1050116083
 Matter Number: 58106-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lindsey Blumenthal	2.70	1,525.00	4,117.50
Devon N. Chenelle	2.90	880.00	2,552.00
Fredrica George	0.70	1,065.00	745.50
Liz Ji	1.10	1,395.00	1,534.50
Alec Klimowicz	2.50	880.00	2,200.00
Kelly Meyer	0.90	1,065.00	958.50
Jeff Michalik	3.00	1,735.00	5,205.00
Joshua Raphael	0.40	1,195.00	478.00
Anthony Vincenzo Sexton, P.C.	8.90	2,075.00	18,467.50
Matt Waldrep	0.40	1,195.00	478.00
Nicholas Warther	17.20	1,825.00	31,390.00
Aparna Yenamandra, P.C.	1.50	1,995.00	2,992.50
Andrew Zhang	1.00	925.00	925.00
TOTALS	43.20		\$ 72,044.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Tax Matters

Invoice Number: 1050116083
 Matter Number: 58106-19

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Liz Ji	1.10	Telephone conference with A. Sexton, Deloitte, K&E team re tax considerations (.6); draft summary re same (.5).
01/15/25	Anthony Vincenzo Sexton, P.C.	1.10	Telephone conference with Deloitte, L. Ji, K&E team re status of tax analysis and related issues (.7); correspond with J. Raphael, K&E team re first day motions and related considerations (.4).
01/15/25	Nicholas Warther	1.20	Telephone conference with Company and Deloitte team re tax modeling and next steps (.9); correspond with F. George, K&E team re taxes first day motions (.3).
01/15/25	Andrew Zhang	0.50	Telephone conference with Deloitte re tax issues.
01/16/25	Anthony Vincenzo Sexton, P.C.	0.80	Review and analyze issues re tax analysis (.5); address first day motion issues (.3).
01/17/25	Devon N. Chenelle	2.70	Correspond with L. Blumenthal, N. Stratman re key man insurance (.5); research re same (2.2).
01/17/25	Anthony Vincenzo Sexton, P.C.	1.30	Telephone conference with Deloitte, Aon re tax issues with key man policy (.6); review and analyze issues re same (.7).
01/17/25	Nicholas Warther	1.40	Telephone conference with Aon and Deloitte re tax analysis of key man insurance policy (.5); correspond with Deloitte re same (.5); correspond with L. Blumenthal re same (.4).
01/20/25	Joshua Raphael	0.30	Prepare notice re interim NOL order.
01/21/25	Jeff Michalik	1.10	Review and analyze tax issues re key man insurance policy (.8); conference with L. Blumenthal re same (.3).
01/21/25	Anthony Vincenzo Sexton, P.C.	0.40	Review insurance policy tax issues.
01/21/25	Nicholas Warther	0.70	Correspond with L. Blumenthal, K&E team re tax implications of restructuring (.4); review and analyze same (.3).
01/22/25	Lindsey Blumenthal	1.50	Review, analyze key man insurance policy.
01/22/25	Jeff Michalik	0.60	Analyze tax issues re agency agreement (.2); analyze tax issues re key man insurance policy termination (.4).
01/22/25	Anthony Vincenzo Sexton, P.C.	0.30	Review insurance policy tax issues.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Tax Matters

Invoice Number: 1050116083
 Matter Number: 58106-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/25	Nicholas Warther	0.60	Review and analyze tax modeling of transactions (.4); correspond with L. Blumenthal re key man insurance policy (.2).
01/22/25	Aparna Yenamandra, P.C.	0.70	Telephone conference with J. Michalik re tax matters (.6); review, analyze correspondence re same (.1).
01/23/25	Nicholas Warther	0.30	Correspond with A. Sexton re tax modeling.
01/23/25	Aparna Yenamandra, P.C.	0.40	Participate in telephone conference with J. Michalik, K&E team re tax matters.
01/24/25	Anthony Vincenzo Sexton, P.C.	0.20	Review and address insurance policy tax issues.
01/24/25	Nicholas Warther	1.20	Telephone conference with Deloitte re tax modeling for transaction (.7); correspond with N. Warther, K&E team re same (.5).
01/24/25	Aparna Yenamandra, P.C.	0.40	Correspond with A. Sexton, K&E team re tax matters.
01/27/25	Anthony Vincenzo Sexton, P.C.	0.30	Review and address tax structuring issues.
01/27/25	Nicholas Warther	0.20	Correspond with L. Blumenthal, K&E team re tax modeling.
01/28/25	Anthony Vincenzo Sexton, P.C.	0.50	Conference with N. Warther, K&E team re tax matters (.2); correspond with K&E team re tax analysis (.3).
01/28/25	Nicholas Warther	0.50	Telephone conference with Company re tax analysis and next steps.
01/29/25	Jeff Michalik	0.80	Analyze tax issues re key man insurance policy termination.
01/30/25	Anthony Vincenzo Sexton, P.C.	0.40	Conference with N. Warther, K&E team, Deloitte re tax matters (.2); review and analyze materials re same (.2).
01/30/25	Nicholas Warther	0.30	Telephone conference with A. Sexton, K&E team, A&M re tax structuring considerations.
01/31/25	Nicholas Warther	0.30	Telephone conference with L. Blumenthal, K&E team re key man insurance policy.
02/03/25	Kelly Meyer	0.90	Telephone conferences with A&M re tax reconciliation (.5); correspond with A&M re same (.4).
02/04/25	Fredrica George	0.20	Review, revise NOL final order.
02/04/25	Anthony Vincenzo Sexton, P.C.	0.20	Review materials re deal structure.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Tax Matters

Invoice Number: 1050116083
 Matter Number: 58106-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/04/25	Nicholas Warther	1.00	Review and analyze question re property tax liens (.6); telephone conference with A&M, K&E team re work in process and case next steps (.4).
02/06/25	Nicholas Warther	0.50	Telephone conference with A&M re case status, sale tax analysis.
02/07/25	Fredrica George	0.50	Review, revise NOL order.
02/07/25	Anthony Vincenzo Sexton, P.C.	0.30	Review materials re deal structure.
02/08/25	Nicholas Warther	0.70	Review and analyze revised agency agreement proposals re tax matters.
02/08/25	Andrew Zhang	0.50	Review agency agreements changes.
02/10/25	Joshua Raphael	0.10	Prepare NOL notice and correspond with Kroll re same.
02/11/25	Anthony Vincenzo Sexton, P.C.	0.40	Review and analyze materials re insurance and related tax matters (.4).
02/11/25	Nicholas Warther	0.40	Telephone conference with A&M re status and next steps re tax structuring.
02/11/25	Nicholas Warther	0.60	Review and analyze structuring re tax issues (.4); correspond with A. Lee re same (.2).
02/12/25	Devon N. Chenelle	0.20	Correspond with L. Blumenthal re key man insurance documents (.1); correspond with A&M team re same (.1).
02/12/25	Jeff Michalik	0.50	Conference with L. Blumenthal, K&E team re key man policy, tax issues.
02/12/25	Nicholas Warther	0.30	Review and revise tax disclosures.
02/14/25	Nicholas Warther	0.20	Correspond with L. Ji re disclosures.
02/17/25	Anthony Vincenzo Sexton, P.C.	0.40	Review and analyze materials re insurance and related tax matters.
02/17/25	Nicholas Warther	1.00	Telephone conference with M&A party re tax considerations (.7); correspond with L. Blumenthal re same (.3).
02/18/25	Anthony Vincenzo Sexton, P.C.	0.30	Review bid materials re tax considerations.
02/20/25	Alec Klimowicz	1.80	Review, analyze tax motion, final order re audit considerations (1.4); correspond with L. Blumenthal re same (.4).
02/20/25	Nicholas Warther	0.40	Telephone conference with D. Kozek re tax modeling for transactions.
02/21/25	Alec Klimowicz	0.70	Correspond with A&M re tax appeal considerations (.2); correspond with A. Sexton, K&E team re same (.2); review, analyze final tax order (.3).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Tax Matters

Invoice Number: 1050116083
 Matter Number: 58106-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/25	Nicholas Warther	0.30	Correspond with D. Kozek re tax modeling.
02/24/25	Lindsey Blumenthal	1.20	Review, analyze issues re key man insurance policy.
02/24/25	Anthony Vincenzo Sexton, P.C.	0.20	Correspond with K&E team and company re insurance analysis (.2).
02/24/25	Nicholas Warther	1.00	Telephone conference with D. Kozek and A&M re tax modeling (.6); review and analyze same (.4).
02/25/25	Anthony Vincenzo Sexton, P.C.	0.90	Review and analyze issues re tax consequences of transaction (.2); telephone conference with K&E team and other advisors re deal status (.5); address tax issues re insurance policy (.2).
02/25/25	Nicholas Warther	2.40	Correspond with D. Kozek re analysis of tax modeling (.8); review and analyze same (.5); telephone conference with D. Kozek and Deloitte team re same (.6); review and analyze life insurance policy (.5).
02/27/25	Nicholas Warther	0.20	Review and analyze tax modeling for transaction.
02/28/25	Anthony Vincenzo Sexton, P.C.	0.90	Telephone conference with accountants and A&M re tax analysis of sale transaction (.7) review materials re same (.2).
02/28/25	Matt Waldrep	0.40	Research re priority tax claims.
02/28/25	Nicholas Warther	1.50	Review and analyze tax modeling for transaction (.6); telephone conference with D. Kozek, Deloitte and A&M and Centerview teams re same (.7); correspond with A. Sexton re same (.2).
Total		43.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116084

Client Matter: 58106-20

In the Matter of Case Administration

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 117,375.50

Total legal services rendered

\$ 117,375.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	22.60	1,465.00	33,109.00
Nick Anderson	3.80	1,065.00	4,047.00
Lindsey Blumenthal	2.80	1,525.00	4,270.00
Julia F. Burnson	10.40	685.00	7,124.00
Katherine Chen	2.10	395.00	829.50
Devon N. Chenelle	2.10	880.00	1,848.00
Kaitlan Donahue	4.80	880.00	4,224.00
Fredrica George	6.10	1,065.00	6,496.50
Susan D. Golden	0.80	1,795.00	1,436.00
Kathleen Vera Kinsella	0.30	1,525.00	457.50
Alec Klimowicz	10.00	880.00	8,800.00
Christian Mancino	7.60	395.00	3,002.00
Kelly Meyer	4.00	1,065.00	4,260.00
Jeff Michalik	4.70	1,735.00	8,154.50
Joshua Raphael	10.30	1,195.00	12,308.50
Anup Sathy, P.C.	0.70	2,595.00	1,816.50
Nick Stratman	4.10	1,065.00	4,366.50
Josh Sussberg, P.C.	0.80	2,595.00	2,076.00
Matt Waldrep	4.20	1,195.00	5,019.00
Michael C. Whalen	0.60	1,525.00	915.00
James Ziemba	3.20	880.00	2,816.00
TOTALS	106.00		\$ 117,375.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/17/25	Olivia Acuna	1.50	Draft summary re case status (.8); telephone conference with L. Blumenthal re case status (.4); correspond with J. Raphael re same (.3).
01/17/25	Julia F. Burnson	0.40	Review and revise pleading template.
01/17/25	Fredrica George	1.00	Review, revise noticing and reporting tracker for first-day orders.
01/17/25	Susan D. Golden	0.30	Correspond with O. Acuna re Notice of Commencement.
01/17/25	Alec Klimowicz	1.00	Draft postpetition works in process summary (.9); correspond with L. Blumenthal, K&E team re same (.1).
01/17/25	Christian Mancino	0.20	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
01/17/25	Joshua Raphael	1.20	Review, analyze reporting requirements (1.0); correspond with A&M re same, first day relief (.1); correspond with Kroll re noticing (.1).
01/20/25	Lindsey Blumenthal	1.00	Review, revise work in process summary.
01/20/25	Alec Klimowicz	1.80	Draft postpetition work in process summary (1.4); correspond with L. Blumenthal, K&E team re same (.1); review, revise same (.3).
01/20/25	Joshua Raphael	0.10	Review, analyze work in process summary.
01/21/25	Olivia Acuna	0.90	Telephone conference with Kroll, J. Raphael, J. Michalik, L. Blumenthal re noticing (.4); conference with L. Blumenthal, K&E team re work in progress (.4); prepare for same (.1).
01/21/25	Nick Anderson	0.50	Telephone conference with L. Blumenthal, K&E team re work in process (.4); prepare for same (.1).
01/21/25	Julia F. Burnson	0.90	Correspond with N. Anderson and C. Mancino re docket update (.3); conference with L. Blumenthal, K&E team re work in process (.4); compile recently filed pleadings (.2).
01/21/25	Devon N. Chenelle	0.50	Telephone conference with L. Blumenthal, K&E team re work in process (.4); prepare for same (.1).
01/21/25	Kaitlan Donahue	0.50	Revise work in process summary (.1); conference with J. Michalik, K&E team re case updates and workstreams (.4).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/25	Fredrica George	0.60	Review, revise work in process summary (.1); conference with O. Acuna, K&E team re work in process (.4); prepare for same (.1).
01/21/25	Susan D. Golden	0.50	Coordinate publication of NOL notice in New York Times.
01/21/25	Alec Klimowicz	0.60	Conference with J. Michalik, K&E team re work in process (.4); review, revise work in process summary (.2).
01/21/25	Christian Mancino	0.60	Correspond with L. Blumenthal, K&E team re recently filed pleadings (.2); telephone conference with L. Blumenthal, K&E team re work in process (.4).
01/21/25	Kelly Meyer	0.50	Telephone conference with L. Blumenthal, K&E team re work in process (.4); review, revise work in process summary re same (.1).
01/21/25	Jeff Michalik	0.70	Conference with L. Blumenthal, K&E team re priority work streams (.4); conference with Kroll, J. Raphael, K&E team re noticing plan (.3).
01/21/25	Joshua Raphael	0.40	Telephone conference with L. Blumenthal, K&E team re work in process.
01/21/25	Nick Stratman	0.60	Conference with L. Blumenthal, K&E team re work in process (.4); revise work in process summaries (.2).
01/21/25	Josh Sussberg, P.C.	0.10	Correspond with Company advisors re status, case next steps.
01/21/25	Matt Waldrep	0.60	Review, revise work in process summary (.2); telephone conference with L. Blumenthal, K&E team re work in process (.4).
01/21/25	James Ziemba	0.40	Conference with L. Blumenthal and K&E team re work in process.
01/22/25	Olivia Acuna	0.70	Correspond with Company re status check in conference (.3); review, revise case summary (.4).
01/22/25	Julia F. Burnson	0.40	Correspond with C. Mancino re recently filed pleadings.
01/22/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
01/22/25	Joshua Raphael	0.10	Correspond with L. Blumenthal, K&E team re first day orders.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/25	Olivia Acuna	0.90	Participate in telephone conference with Centerview, A&M, A. Yenamandra, K&E team re case status, next steps (.5); telephone conference with L. Blumenthal re same (.4).
01/23/25	Fredrica George	0.20	Review, revise work in process summary.
01/23/25	Alec Klimowicz	0.30	Review, revise work in process summary (.2); correspond with L. Blumenthal re same (.1).
01/23/25	Christian Mancino	0.40	Conference with L. Blumenthal, K&E team re work in process.
01/23/25	Jeff Michalik	1.00	Conference with L. Blumenthal, K&E team re priority work streams (.4); prepare for same (.1); conference with L. Blumenthal, K&E team A&M, Centerview re same (.5).
01/23/25	Michael C. Whalen	0.60	Conference with J. Michalik, K&E team, A&M, Centerview re case status, next steps (.4); prepare for same (.2).
01/24/25	Olivia Acuna	1.80	Draft case summary (.5); conference with L. Blumenthal, K&E team re work in progress (.3); prepare re same (.5); review, analyze, revise case summary (.5).
01/24/25	Nick Anderson	0.30	Conference with L. Blumenthal, K&E team re work in process.
01/24/25	Lindsey Blumenthal	0.30	Conference with O. Acuna, K&E team re work in process.
01/24/25	Julia F. Burnson	0.80	Conference with L. Blumenthal, K&E team re work in process (.3); coordinate internal logistics re 341 meeting (.5).
01/24/25	Kaitlan Donahue	0.40	Conference with J. Michalik, K&E team re work in process (.3); revise workstream summaries re updates (.1).
01/24/25	Fredrica George	0.30	Conference with O. Acuna, K&E team re work in process.
01/24/25	Alec Klimowicz	0.50	Review, revise work in process summary (.2); conference with J. Michalik, K&E team re work in process (.3).
01/24/25	Kelly Meyer	0.30	Telephone conference with L. Blumenthal, K&E team re case status, next steps.
01/24/25	Joshua Raphael	0.30	Telephone conference with L. Blumenthal, K&E team re work in process.
01/24/25	Nick Stratman	0.30	Conference with L. Blumenthal, K&E team re work in process.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/25	Matt Waldrep	0.30	Telephone conference with L. Blumenthal, K&E team re work in process.
01/24/25	James Ziemba	0.40	Conference re work in process with L. Blumenthal and K&E team (.3); prepare for same (.1).
01/27/25	Olivia Acuna	0.20	Conference with L. Blumenthal, K&E team re work in process.
01/27/25	Nick Anderson	0.20	Conference with L. Blumenthal, K&E team re work in process.
01/27/25	Lindsey Blumenthal	0.50	Conference with O. Acuna, K&E team re work in process (.2); review, analyze issues re same (.3).
01/27/25	Julia F. Burnson	0.60	Conference with L. Blumenthal, K&E team re work in process (.2); prepare for same (.4).
01/27/25	Kaitlan Donahue	0.30	Revise work in process summaries re updates (.1); conference with L. Blumenthal, K&E team re work in process (.2).
01/27/25	Fredrica George	0.50	Conference with L. Blumenthal, K&E team re work in process (.2); prepare for, analyze issues re same (.3).
01/27/25	Alec Klimowicz	0.40	Review, revise work in process summary (.2); conference with J. Michalik, K&E team re same (.2).
01/27/25	Christian Mancino	0.30	Telephone conference with L. Blumenthal, K&E team re work in process (.2); correspond with L. Blumenthal, K&E team re recently filed pleadings (.1).
01/27/25	Kelly Meyer	0.20	Telephone conference with L. Blumenthal, K&E team re work in process.
01/27/25	Jeff Michalik	0.80	Conference with L. Blumenthal, K&E team re priority work streams (.2); review, analyze work in process checklist (.3); analyze noticing issues and strategy (.3).
01/27/25	Joshua Raphael	0.20	Telephone conference with L. Blumenthal, K&E team re work in process.
01/27/25	Joshua Raphael	0.10	Review, revise pleading template.
01/27/25	Nick Stratman	0.40	Conference with L. Blumenthal, K&E team re work in process (.2); prepare for, analyze issues re same (.2).
01/27/25	Matt Waldrep	0.20	Conference with L. Blumenthal, K&E team re work in process.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/25	James Ziemba	0.20	Conference with L. Blumenthal, K&E team re work in process.
01/28/25	Olivia Acuna	0.60	Telephone conference with Centerview, A&M, L. Blumenthal, K&E team re case status, next steps.
01/28/25	Julia F. Burnson	0.20	Correspond with C. Mancino re recently filed pleadings.
01/28/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
01/28/25	Jeff Michalik	0.50	Conference with A. Yenamandra, K&E, Centerview, A&M re updates, case strategy.
01/28/25	Josh Sussberg, P.C.	0.10	Correspond with Company advisors re status, case next steps.
01/29/25	Julia F. Burnson	0.60	Review and revise notice of commencement re 341 meeting information (.4); prepare proposed filing version re notice of commencement (.2).
01/29/25	Katherine Chen	0.60	Review, analyze recently filed pleadings.
01/29/25	Fredrica George	0.30	Draft, revise objections tracker for Second Day hearing.
01/29/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
01/29/25	Joshua Raphael	0.20	Review, analyze notice of commencement.
01/30/25	Olivia Acuna	2.00	Telephone conference with Company, Centerview, A&M, A. Yenamandra, K&E team re case status, next steps (.5); conference with L. Blumenthal, K&E team re work in progress (.4); revise case summary (.5); analyze pleadings re same (.6).
01/30/25	Nick Anderson	0.50	Conference with L. Blumenthal, K&E team re work in process.
01/30/25	Julia F. Burnson	0.80	Conference with L. Blumenthal, K&E team re work in process (.5); review and revise final first day orders (.3).
01/30/25	Katherine Chen	0.60	Correspond with M. Whalen, K&E team re litigation workstreams and case timeline.
01/30/25	Kaitlan Donahue	0.60	Revise workstream summaries re case updates (.2); conference with L. Blumenthal, K&E team re case updates (.4).
01/30/25	Fredrica George	0.50	Conference with L. Blumenthal, K&E team re work in process, case next steps (.4); analyze issues re same (.1).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/25	Alec Klimowicz	0.70	Review, revise work in process summary (.3); conference with L. Blumenthal, K&E team re work in process (.4).
01/30/25	Christian Mancino	0.50	Conference with L. Blumenthal, K&E team re work in process (.4); correspond with L. Blumenthal, K&E team re recently filed pleadings (.1).
01/30/25	Kelly Meyer	0.40	Telephone conference with L. Blumenthal, K&E team re deal status, next steps.
01/30/25	Joshua Raphael	1.30	Telephone conference with L. Blumenthal, K&E team re work in process (.4); correspond with A&M, K&E team re second day orders (.6); review, analyze issues re same (.3).
01/30/25	Matt Waldrep	0.50	Conference with L. Blumenthal, K&E team re work in process (.4); analyze issues re same (.1).
01/30/25	James Ziemba	0.40	Conference with L. Blumenthal and K&E team re work in process.
01/31/25	Olivia Acuna	1.20	Review, revise case summary (.7); correspond with L. Blumenthal re same (.2); analyze pleadings re same (.3).
01/31/25	Christian Mancino	0.40	Conference with L. Blumenthal, K&E team re work in process (.3); correspond with L. Blumenthal, K&E team re work in process (.1).
01/31/25	Joshua Raphael	1.30	Review, analyze comments to second day orders (1.0); correspond with L. Blumenthal, K&E team re same (.3).
01/31/25	Joshua Raphael	1.00	Review, analyze comments to second day orders.
02/03/25	Olivia Acuna	1.00	Conferences with L. Blumenthal, K&E team re work in progress (.5); prepare re same (.5).
02/03/25	Nick Anderson	0.40	Conference with L. Blumenthal, K&E team re critical workstreams (.2); prepare for same (.2).
02/03/25	Lindsey Blumenthal	0.50	Conferences with O. Acuna, K&E team re work in process.
02/03/25	Julia F. Burnson	0.40	Conference with J. Michalik, K&E team re work in process (.2); prepare for same (.2).
02/03/25	Devon N. Chenelle	0.20	Conference with L. Blumenthal, K&E team re work in process.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/25	Kaitlan Donahue	0.40	Telephone conference with J. Michalik, K&E team re case updates, workstreams (.2); revise work in process summary re same (.2).
02/03/25	Alec Klimowicz	0.40	Conference with J. Michalik, K&E team re work in process (.2); review, revise work in process summary (.2).
02/03/25	Christian Mancino	0.30	Telephone conference with L. Blumenthal, K&E team re work in process (.2); correspond with L. Blumenthal, K&E team re recently filed pleadings (.1).
02/03/25	Kelly Meyer	0.40	Telephone conference with L. Blumenthal, K&E team re case status, next steps (.2); review, revise work in process re same (.2).
02/03/25	Jeff Michalik	0.40	Conference with L. Blumenthal, K&E team re priority work streams (.2); review, analyze issues re same (.2).
02/03/25	Joshua Raphael	0.30	Telephone conference with L. Blumenthal, K&E team re work in process.
02/03/25	Anup Sathy, P.C.	0.70	Attend strategy conferences with client, L. Blumenthal, K&E working group.
02/03/25	Nick Stratman	0.20	Conference with L. Blumenthal, K&E team re works in progress.
02/03/25	Matt Waldrep	0.50	Review, analyze work in process summary (.3); conference with L. Blumenthal, K&E team re work in process (.2).
02/03/25	James Ziemba	0.30	Conference with L. Blumenthal and K&E team re work in process (.2); review, analyze work in process summary (.1).
02/04/25	Olivia Acuna	1.60	Telephone conference with Centerview team, A&M team, K&E team, A. Yenamandra re case status, next steps (1.0); revise case summary (.6).
02/04/25	Julia F. Burnson	0.40	Compile filed-stamped motions for O. Acuna.
02/04/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/04/25	Jeff Michalik	0.80	Conference with A. Yenamandra, K&E, A&M, Centerview teams re updates, case strategy.
02/05/25	Olivia Acuna	0.20	Revise case summary.
02/05/25	Julia F. Burnson	0.20	Update postpetition pleading template.
02/05/25	Christian Mancino	0.20	Correspond with L. Blumenthal, K&E team re recently filed pleadings.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/25	Olivia Acuna	3.30	Review, revise COCs re final orders (1.3); correspond with J. Raphael, K&E team re same (.5); telephone conference with A&M team, Centerview team, A. Yenamandra, K&E team re case status, next steps (.7); conference with L. Blumenthal, K&E team re work in progress (.4); prepare re same (.4).
02/06/25	Nick Anderson	0.40	Conference with L. Blumenthal, K&E team re critical workstreams.
02/06/25	Lindsey Blumenthal	0.50	Conference with O. Acuna, K&E team re work in process (.4); review, analyze work in process summary (.1).
02/06/25	Julia F. Burnson	0.40	Telephone conference with L. Blumenthal, K&E team re work in process.
02/06/25	Katherine Chen	0.50	Update work in process summary.
02/06/25	Kaitlan Donahue	0.50	Telephone conference with L. Blumenthal, K&E team re case updates, work streams (.4); revise work in process summaries re case updates (.1).
02/06/25	Fredrica George	0.60	Review, revise work in progress tracker (.2); conference with L. Blumenthal, K&E team re work in progress, case next steps (.4).
02/06/25	Alec Klimowicz	0.70	Review, revise work in process summary (.3); conference with L. Blumenthal, K&E team re work in process (.4).
02/06/25	Christian Mancino	0.50	Conference with L. Blumenthal, K&E team re works in progress (.4); correspond with L. Blumenthal, K&E team re recently filed pleadings (.1).
02/06/25	Kelly Meyer	0.50	Telephone conference with L. Blumenthal, K&E team re case status, next steps.
02/06/25	Joshua Raphael	0.60	Telephone conference with L. Blumenthal, K&E team re work in process (.4); review, analyze work in process and update summary re same (.2).
02/06/25	Joshua Raphael	1.50	Review, analyze open issues re second day orders (.9); correspond with O. Acuna re comments, resolutions re same (.4); review, analyze certificates of counsel re same (.2).
02/06/25	Nick Stratman	0.60	Conference with L. Blumenthal, K&E team re work in process (.4); review, analyze work in process and update summary re same (.2).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/25	Matt Waldrep	0.40	Conference with L. Blumenthal, K&E team re work in process.
02/06/25	James Ziemba	0.40	Conference with L. Blumenthal and K&E team re work in process.
02/07/25	Olivia Acuna	1.80	Review, revise certificates of counsel, agenda (1.2); correspond with J. Raphael re same (.6).
02/07/25	Christian Mancino	0.20	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/10/25	Olivia Acuna	0.30	Conference with L. Blumenthal, K&E team re work in process (.2); review, analyze high priority items (.1).
02/10/25	Nick Anderson	0.40	Conference with L. Blumenthal, K&E team re critical workstreams (.2); analyze issues re same (.2).
02/10/25	Julia F. Burnson	0.70	Conference with L. Blumenthal, K&E team re work in process (.2); coordinate logistics re February 14, 2024 hearing (.3); correspond with C. Mancino re case deadlines (.2).
02/10/25	Kaitlan Donahue	0.50	Conference with L. Blumenthal, K&E team re case updates, workstreams (.2); revise workstream summaries re case updates (.3).
02/10/25	Fredrica George	0.50	Conference with L. Blumenthal, K&E team re work in process, case next steps (.2); analyze issues re same (.3).
02/10/25	Alec Klimowicz	0.80	Conference with J. Michalik, K&E team re work in process (.2); review, revise work in process summary (.6).
02/10/25	Christian Mancino	0.40	Telephone conference with L. Blumenthal, K&E team re work in process (.2); correspond with L. Blumenthal, K&E team re recently filed pleadings (.2).
02/10/25	Christian Mancino	0.30	Correspond with N. Anderson, J. Foster re objection and reply deadlines.
02/10/25	Kelly Meyer	0.20	Conference with L. Blumenthal, K&E team re case status; next steps.
02/10/25	Jeff Michalik	0.50	Conference with L. Blumenthal, K&E team re priority work streams (.2); conference with Company, L. Blumenthal, O. Acuna re same (.3).
02/10/25	Joshua Raphael	0.30	Conference with L. Blumenthal, K&E team re work in process (.2); analyze issues re same (.1).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/25	Nick Stratman	0.40	Conference with L. Blumenthal, K&E team re work in progress (.2); analyze issues re same (.2).
02/10/25	Matt Waldrep	0.40	Telephone conference with L. Blumenthal, K&E team re work in process (.2); review, analyze work in process summary (.2).
02/11/25	Olivia Acuna	0.50	Telephone conference with Centerview team, A. Yenamandra, K&E team, A&M team re case status, next steps.
02/11/25	Christian Mancino	0.20	Correspond with K. Donahue, J. Foster re pleading template revision (.1); correspond with L. Blumenthal, K&E team re recently filed pleadings (.1).
02/12/25	Kathleen Vera Kinsella	0.30	Revise notice of agenda of matters scheduled for hearing on February 14, 2025.
02/12/25	Christian Mancino	0.30	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/12/25	Josh Sussberg, P.C.	0.20	Correspond with creditor counsel re status (.1); conference with A. Yenamandra re same (.1).
02/13/25	Olivia Acuna	0.20	Telephone conference with A. Yenamandra, K&E team, Centerview team, A&M team re case status, next steps.
02/13/25	Katherine Chen	0.40	Update work in process summary.
02/13/25	Fredrica George	0.60	Review, revise work in progress summary (.1); conference with L. Blumenthal, K&E team re work in progress, case next steps (.5).
02/13/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/13/25	Nick Stratman	0.30	Revise work in process summaries.
02/14/25	Christian Mancino	0.20	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/14/25	Joshua Raphael	0.40	Review, analyze reporting requirements (.2); correspond A&M re same (.2).
02/14/25	Josh Sussberg, P.C.	0.20	Correspond with A. Yenamandra re hearing and status.
02/18/25	Olivia Acuna	0.60	Conference with J. Michalik, K&E team re work in progress (.3); follow up with J. Michalik re same (.3).
02/18/25	Nick Anderson	0.40	Conference with L. Blumenthal, K&E team re critical workstreams (.3); analyze issues re same (.1).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/18/25	Julia F. Burnson	0.70	Conference with L. Blumenthal, K&E team re works in progress (.3); coordinate internal logistics re February 19, 2024 341 meeting (.4).
02/18/25	Kaitlan Donahue	0.50	Conference with L. Blumenthal, K&E team re case updates, workstreams (.3); revise workstream summaries re case updates (.1); correspond with K. Meyer re same (.1).
02/18/25	Fredrica George	0.50	Conference with L. Blumenthal, K&E team re work in progress, case next steps (.3); analyze issues re same (.2).
02/18/25	Alec Klimowicz	0.80	Conference with J. Michalik re work in process (.3); review, revise work in process summary (.5).
02/18/25	Christian Mancino	0.50	Correspond with L. Blumenthal, K&E team re docket report (.2); conference with L. Blumenthal, K&E team re works in progress (.3).
02/18/25	Kelly Meyer	0.70	Review, revise work in process summary (.2); conference with L. Blumenthal, K&E team re case status (.3); follow up re same (.2).
02/18/25	Joshua Raphael	0.30	Conference with L. Blumenthal, K&E team re work in process.
02/18/25	Nick Stratman	0.50	Conference with L. Blumenthal, K&E team re work in process (.3); review, revise work in process summary (.2).
02/18/25	Matt Waldrep	0.50	Review, revise work in process summary (.2); conference with L. Blumenthal, K&E team re same (.3).
02/18/25	James Ziemba	0.30	Conference with L. Blumenthal and K&E team re works in progress.
02/19/25	Olivia Acuna	1.10	Review, revise notice and agenda for hearing (.7); correspond with K. Donahue, J. Raphael, L. Blumenthal, K&E team re same (.4).
02/19/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/20/25	Olivia Acuna	0.90	Telephone conference with A&M team, K&E team, A. Yenamandra, Centerview team re case status, next steps (.5); conference with L. Blumenthal, K&E team re work in progress (.3); follow up with L. Blumenthal re same (.1).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/20/25	Nick Anderson	0.30	Conference with M. Waldrep, K&E team re critical workstreams.
02/20/25	Julia F. Burnson	0.30	Conference with L. Blumenthal, K&E team re work in process.
02/20/25	Devon N. Chenelle	1.00	Conference with L. Blumenthal, K&E team re works in progress (.3); participate in auction logistics conference with O. Acuna, K&E team (.7).
02/20/25	Kaitlan Donahue	0.50	Conference with L. Blumenthal, K&E team re case updates, workstreams (.3); revise workstream summaries re same (.2).
02/20/25	Alec Klimowicz	0.80	Conference with L. Blumenthal re work in process (.3); review, revise work in process summary (.5).
02/20/25	Christian Mancino	0.40	Conference with L. Blumenthal, K&E team re works in progress (.3); correspond with L. Blumenthal, K&E team re recently filed pleadings (.1).
02/20/25	Kelly Meyer	0.30	Conference with L. Blumenthal, K&E team re case status, next steps.
02/20/25	Joshua Raphael	0.30	Conference with L. Blumenthal, O. Acuna, K&E team re work in process.
02/20/25	Nick Stratman	0.30	Conference with L. Blumenthal, K&E team re work in process.
02/20/25	Matt Waldrep	0.30	Conference with L. Blumenthal, K&E team re work in process.
02/20/25	James Ziemba	0.30	Conference with L. Blumenthal and K&E team re work in process.
02/21/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/24/25	Olivia Acuna	1.00	Conference with J. Michalik, K&E team re work in progress (.4); prepare re same (.6).
02/24/25	Nick Anderson	0.40	Conference with L. Blumenthal, K&E team re critical workstreams.
02/24/25	Julia F. Burnson	1.20	Coordinate hearing logistics re February 26, 2025 hearing (.8); conference with L. Blumenthal, K&E team re work in process (.4).
02/24/25	Devon N. Chenelle	0.40	Conference with L. Blumenthal, K&E team re critical workstreams.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050116084
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/25	Kaitlan Donahue	0.60	Conference with L. Blumenthal, K&E team re case updates, workstreams (.4); revise workstream summaries re same (.2).
02/24/25	Fredrica George	0.50	Conference with L. Blumenthal, K&E team re work in process, case next steps (.4); analyze issues re same (.1).
02/24/25	Alec Klimowicz	1.20	Conference with L. Blumenthal, K&E team re work in process (.4); review, revise work in process summary (.8).
02/24/25	Christian Mancino	0.60	Conference with L. Blumenthal, K&E team re works in progress (.4); correspond with L. Blumenthal, K&E team re recently filed pleadings (.2).
02/24/25	Kelly Meyer	0.50	Telephone conference with L. Blumenthal, K&E team re case status, next steps (.4); review, analyze issues re high priority items (.1).
02/24/25	Joshua Raphael	0.40	Conference with L. Blumenthal, K&E team re work in process.
02/24/25	Nick Stratman	0.50	Conference with L. Blumenthal, K&E team re works in progress (.4); analyze issues re same (.1).
02/24/25	Matt Waldrep	0.50	Telephone conference with L. Blumenthal, K&E team re work in process (.4); analyze issues re same (.1).
02/24/25	James Ziemba	0.50	Conference with L. Blumenthal and K&E team re work in process (.4); follow up with O. Acuna re same (.1).
02/25/25	Olivia Acuna	0.30	Telephone conference with A&M team, Centerview team, A. Yenamandra, K&E team re case status, next steps.
02/25/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/26/25	Julia F. Burnson	1.10	Prepare materials for February 26, 2025 hearing (.7); correspond with Cole Schotz team re same (.4).
02/26/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
02/27/25	Julia F. Burnson	0.30	Compile recently filed pleadings.
02/27/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Case Administration

Invoice Number: 1050116084
Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/25	Josh Sussberg, P.C.	0.20	Correspond with A. Yenamandra, K&E team re status and next steps.
02/28/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed pleadings.
Total		106.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116085
Client Matter: 58106-21

In the Matter of Retention – K&E

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 250,060.00

Total legal services rendered

\$ 250,060.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050116085
 Matter Number: 58106-21

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	25.70	1,465.00	37,650.50
Nick Anderson	1.50	1,065.00	1,597.50
Julia F. Burnson	0.20	685.00	137.00
Devon N. Chenelle	10.20	880.00	8,976.00
Matthew Cooper	17.40	370.00	6,438.00
Kaitlan Donahue	4.80	880.00	4,224.00
Marta Dudyan	37.60	370.00	13,912.00
Fredrica George	3.80	1,065.00	4,047.00
Susan D. Golden	1.70	1,795.00	3,051.50
Alec Klimowicz	5.20	880.00	4,576.00
Kelly Meyer	3.40	1,065.00	3,621.00
Jeff Michalik	0.90	1,735.00	1,561.50
Eric Nyberg	42.00	370.00	15,540.00
Joshua Raphael	27.90	1,195.00	33,340.50
Anup Sathy, P.C.	0.50	2,595.00	1,297.50
Nick Stratman	86.70	1,065.00	92,335.50
Matt Waldrep	7.10	1,195.00	8,484.50
Aparna Yenamandra, P.C.	2.00	1,995.00	3,990.00
James Ziemba	6.00	880.00	5,280.00
TOTALS	284.60		\$ 250,060.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050116085
 Matter Number: 58106-21

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Matthew Cooper	2.50	Analyze potential disclosures for K&E retention.
01/15/25	Marta Dudyan	5.30	Analyze potential disclosures for K&E retention.
01/15/25	Nick Stratman	1.20	Draft, revise K&E retention application.
01/16/25	Matthew Cooper	2.50	Analyze, review potential disclosures for K&E retention.
01/16/25	Marta Dudyan	6.40	Analyze potential disclosures for K&E retention.
01/16/25	Eric Nyberg	3.80	Analyze potential disclosures for K&E retention.
01/16/25	Nick Stratman	1.50	Draft, revise staffing and budget memorandum (1.2); correspond with O. Acuna, K&E team re same (.3).
01/17/25	Olivia Acuna	0.20	Correspond with N. Stratman re K&E retention application.
01/17/25	Nick Anderson	0.70	Review, analyze potential disclosures for K&E retention.
01/17/25	Julia F. Burnson	0.20	Correspond with N Stratman re motion to seal.
01/17/25	Marta Dudyan	4.30	Analyze potential disclosures for K&E retention.
01/17/25	Eric Nyberg	4.20	Analyze potential disclosures for K&E retention.
01/17/25	Nick Stratman	3.20	Review, analyze potential disclosures for K&E retention application (2.8); draft correspondence to N. Anderson, K&E team re same (.4).
01/17/25	James Ziemba	2.20	Conference with K. Donahue and A. Klimowicz re review K&E retention (.5); review, analyze potential disclosures re same (1.7).
01/19/25	Alec Klimowicz	0.80	Review, analyze potential disclosures re K&E retention application.
01/20/25	Devon N. Chenelle	3.30	Review, analyze potential disclosures re K&E retention (2.9); correspond with N. Stratman re same (.4).
01/20/25	Kaitlan Donahue	2.00	Review, analyze potential disclosures re K&E retention.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050116085
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/20/25	Kelly Meyer	2.20	Review, analyze potential disclosures re K&E retention (2.1); correspond with N. Stratman re same (.1).
01/20/25	Eric Nyberg	4.70	Analyze potential disclosures for K&E retention.
01/20/25	Nick Stratman	3.00	Review, analyze potential disclosures re K&E retention (1.9); draft, revise K&E retention application (1.1).
01/20/25	James Ziemba	2.00	Review, analyze potential disclosures re K&E retention.
01/21/25	Devon N. Chenelle	2.30	Draft motion to seal (2.0); correspond with N. Stratman re same (.3).
01/21/25	Matthew Cooper	4.40	Analyze potential disclosures re K&E retention.
01/21/25	Marta Dudyan	6.50	Analyze potential disclosures re K&E retention.
01/21/25	Fredrica George	1.10	Analyze potential disclosures for K&E retention.
01/21/25	Eric Nyberg	4.30	Analyze potential disclosures for K&E retention.
01/21/25	Nick Stratman	6.50	Review, analyze potential disclosures re K&E retention (4.4); draft, revise K&E retention application (1.7); research precedent re same (.4).
01/22/25	Olivia Acuna	0.30	Correspond with J. Raphael, N. Stratman re K&E retention.
01/22/25	Matthew Cooper	4.60	Analyze potential disclosures for K&E retention.
01/22/25	Marta Dudyan	5.30	Analyze potential disclosures re K&E retention.
01/22/25	Joshua Raphael	0.40	Correspond with N. Stratman re K&E retention.
01/22/25	Nick Stratman	7.30	Draft, revise K&E retention application (3.9); review, analyze disclosures re same (1.7); research, analyze precedent re same (1.7).
01/23/25	Olivia Acuna	0.80	Telephone conference with J. Raphael, N. Stratman re K&E retention application.
01/23/25	Marta Dudyan	6.00	Analyze potential disclosures re K&E retention.
01/23/25	Joshua Raphael	1.40	Conference with N. Stratman, O. Acuna re K&E retention (.6); review, analyze issues re same (.8).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050116085
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/25	Joshua Raphael	0.40	Conference with N. Stratman re K&E retention (.1); review, analyze motion to seal (.3).
01/23/25	Joshua Raphael	0.20	Review, analyze motion to seal.
01/23/25	Nick Stratman	8.10	Draft budget and staffing memorandum (1.4); research, analyze precedent re same (.7); review, analyze disclosures re K&E retention application (2.2); conference with O. Acuna, J. Raphael re K&E retention application (.6); draft, revise K&E retention application (3.2).
01/24/25	Olivia Acuna	0.50	Correspond with N. Stratman, J. Raphael re K&E retention application (.2); review, analyze re same (.3).
01/24/25	Nick Stratman	7.40	Review, revise K&E retention application (2.4); draft budget and staffing memorandum (1.7); draft exhibits re same (3.3).
01/26/25	Nick Stratman	0.30	Correspond with J. Raphael re K&E retention application.
01/27/25	Olivia Acuna	1.20	Review, revise K&E retention application (.9); correspond with J. Raphael re same (.3).
01/27/25	Joshua Raphael	4.20	Review, analyze K&E retention application, related issues (2.5); conference with N. Stratman re same (.4); correspond with N. Stratman re same (.5); revise same (.8).
01/27/25	Nick Stratman	7.30	Revise K&E retention application (3.4); conference with J. Raphael re same (.4); research, analyze precedent re same (2.2); revise disclosure summaries (1.3).
01/28/25	Olivia Acuna	6.40	Review, revise K&E retention application (3.9); analyze potential specific disclosures re same (2.5).
01/28/25	Joshua Raphael	3.20	Review, analyze K&E retention issues (.4); correspond with O. Acuna, N. Stratman re same (.2); correspond with S. Golden re same (.1); review, revise K&E retention application (2.5).
01/28/25	Nick Stratman	5.30	Revise K&E retention application (2.6); review, analyze schedules re same (1.4); review, analyze potential disclosures re same (.9); correspond with J. Raphael, O. Acuna re retention application (.4).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050116085
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/25	Olivia Acuna	6.70	Review, revise K&E retention application (3.1); analyze potential specific disclosures re same (3.6).
01/29/25	Matthew Cooper	1.40	Draft schedule 2 for K&E retention declaration.
01/29/25	Marta Dudyan	3.80	Analyze potential disclosures for K&E retention.
01/29/25	Eric Nyberg	3.40	Draft schedules 1 & 2 for K&E retention declaration.
01/29/25	Joshua Raphael	0.70	Conference re K&E retention with O. Acuna (.3); review, analyze motion to seal and retention issues (.4).
01/29/25	Nick Stratman	4.70	Review, revise K&E retention application (2.5); correspond with O. Acuna, J. Raphael re same (.4); review, analyze potential disclosures re same (1.8).
01/30/25	Olivia Acuna	4.20	Telephone conference with A. Yenamandra re K&E retention application (.2); conference with J. Sussberg re same (.1); correspond with J. Raphael, N. Stratman re same (.6); review, revise re same (3.3).
01/30/25	Matthew Cooper	2.00	Draft schedule 2 for K&E retention declaration.
01/30/25	Jeff Michalik	0.90	Review and revise K&E retention application (.6); correspond with N. Stratman re same (.3).
01/30/25	Eric Nyberg	6.20	Draft schedules 1 & 2 for K&E retention.
01/30/25	Nick Stratman	5.60	Review analyze K&E retention schedules (2.4); revise same (.7); conference with O. Acuna re K&E retention application (.4); revise K&E retention application (2.1).
01/30/25	Aparna Yenamandra, P.C.	0.30	Telephone conference with O. Acuna re retention matters.
01/31/25	Eric Nyberg	3.60	Draft schedules 1 & 2 for K&E retention.
01/31/25	Joshua Raphael	3.10	Correspond with O. Acuna, K&E team re K&E retention (1.0); review, revise motion to seal (1.0); correspond with N. Stratman, K&E team re same (.1); analyze K&E retention schedules (1.0).
01/31/25	Nick Stratman	1.40	Revise K&E retention application.
02/02/25	Joshua Raphael	0.50	Review, revise K&E retention.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050116085
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/25	Olivia Acuna	0.90	Review, revise interim compensation motion (.8); correspond with J. Raphael, N. Stratman re K&E retention application (.1).
02/03/25	Susan D. Golden	1.10	Review, revise K&E retention application (1.0); correspond with N. Stratman, K&E team re comments to same (.1).
02/03/25	Joshua Raphael	0.10	Review, revise K&E retention.
02/03/25	Nick Stratman	2.70	Review, revise K&E retention application (1.7); review, revise schedules re same (.6); conference with Cole Schotz re same (.4).
02/04/25	Nick Stratman	0.70	Conference with Cole Schotz re retention schedules (.4); prepare for same (.3).
02/05/25	Olivia Acuna	0.20	Correspond with J. Raphael re K&E retention application.
02/05/25	Eric Nyberg	3.40	Draft and edit schedules 1 and 2 for retention declaration.
02/05/25	Joshua Raphael	1.40	Correspond with N. Stratman re K&E retention (.6); conference with N. Stratman re same (.2); review, analyze retention items (.6).
02/05/25	Nick Stratman	2.10	Conference with J. Raphael re retention application (.6); review, analyze retention application schedules (1.5).
02/06/25	Nick Anderson	0.80	Review, revise K&E January monthly fee statement re privilege, confidentiality considerations.
02/06/25	Devon N. Chenelle	1.40	Review and revise motion to seal (1.1); correspond with J. Raphael, O. Acuna and Cole Schotz team re same (.3).
02/06/25	Eric Nyberg	1.70	Draft and edit retention schedules 1 and 2 for declaration.
02/06/25	Nick Stratman	0.90	Conference with J. Raphael re retention schedules (.4); review, analyze same (.2); correspond with professionals re revised schedules (.3).
02/07/25	Devon N. Chenelle	1.30	Review and revise motion to seal (1.2); correspond with J. Raphael re same (.1).
02/07/25	Joshua Raphael	1.00	Conference with N. Stratman re K&E retention (.6); review, analyze schedules to retention declaration (.4).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050116085
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/25	Nick Stratman	1.30	Telephonic conference with J. Raphael re retention schedules (.8); review, analyze same (.5).
02/07/25	James Ziemba	1.20	Review, revise invoice re privilege and confidentiality considerations.
02/09/25	Kaitlan Donahue	1.70	Review, revise K&E invoice re privilege and confidentiality considerations.
02/09/25	James Ziemba	0.60	Review, revise invoice re privilege and confidentiality considerations.
02/10/25	Olivia Acuna	0.30	Correspond with L. Blumenthal, J. Raphael re K&E retention application.
02/10/25	Kaitlan Donahue	1.10	Review, revise K&E invoice re privilege and confidentiality considerations.
02/10/25	Alec Klimowicz	2.30	Review, revise invoice re privilege and confidentiality considerations.
02/10/25	Kelly Meyer	1.20	Review, analyze invoice for confidentiality, privilege issues.
02/10/25	Joshua Raphael	1.70	Review, revise K&E retention (1.3); correspond with O. Acuna, N. Stratman re same (.1); conference with N. Stratman re same (.3).
02/10/25	Nick Stratman	4.40	Review, revise retention schedule 1 (2.7); revise K&E retention application (1.2); review, analyze K&E invoice re privilege and confidentiality concerns (.5).
02/10/25	Aparna Yenamandra, P.C.	0.40	Review K&E retention application.
02/11/25	Olivia Acuna	0.70	Review, revise K&E retention application.
02/11/25	Devon N. Chenelle	1.90	Review, revise K&E invoice re privilege and confidentiality considerations.
02/11/25	Fredrica George	1.30	Review, revise invoice re privilege and confidentiality considerations.
02/11/25	Alec Klimowicz	2.10	Review, revise invoice re privilege and confidentiality considerations.
02/11/25	Eric Nyberg	3.40	Revise retention schedules 1 & 2 for declaration.
02/11/25	Joshua Raphael	3.50	Review, revise retention schedules (3.0); correspond with N. Stratman re same (.2); review, revise K&E retention (.3).
02/11/25	Nick Stratman	1.00	Review, revise retention schedule 1 (.8); correspond with J. Raphael re same (.2).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050116085
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/25	Aparna Yenamandra, P.C.	0.30	Correspond with O. Acuna re retention application.
02/12/25	Joshua Raphael	0.70	Analyze schedule 2 of K&E retention.
02/12/25	Nick Stratman	1.40	Review, revise retention schedules 1 and 2 (1.1); correspond with professionals re same (.3).
02/13/25	Fredrica George	1.40	Correspond with J. Raphael, O. Acuna re interim compensation motion.
02/13/25	Joshua Raphael	1.20	Prepare to file retention applications, OCP motion, motions to seal (.8); correspond, conference with N. Stratman re K&E retention application (.4),
02/13/25	Nick Stratman	2.00	Review, revise K&E retention application (1.5); prepare same for filing (.5).
02/13/25	Aparna Yenamandra, P.C.	0.50	Finalize retention application (.5).
02/16/25	Matt Waldrep	2.20	Review, revise invoice re privilege and confidentiality considerations.
02/17/25	Nick Stratman	3.20	Review, revise monthly invoice for confidentiality and privilege issues.
02/17/25	Matt Waldrep	3.50	Review, revise invoice re privilege and confidentiality considerations.
02/18/25	Anup Sathy, P.C.	0.50	Review and analyze K&E retention pleadings.
02/18/25	Nick Stratman	0.90	Review K&E retention application (.6); prepare same for filing (.3).
02/18/25	Matt Waldrep	1.40	Review, revise invoice re privilege and confidentiality considerations.
02/24/25	Olivia Acuna	0.50	Analyze U.S. Trustee comments to K&E retention application (.3); correspond with J. Raphael re same (.2).
02/24/25	Susan D. Golden	0.60	Review U.S. Trustee comments to K&E retention declaration (.4); correspond with O. Acuna, K&E team re responses to same (.2).
02/24/25	Joshua Raphael	1.80	Review, analyze U.S. Trustee questions re K&E application (.6); correspond with O. Acuna, K&E team re same (.1); review, analyze K&E invoice re privilege, confidentiality (1.1).
02/24/25	Nick Stratman	0.40	Review, analyze K&E retention application.
02/25/25	Olivia Acuna	0.20	Correspond with J. Raphael re U.S. Trustee comments to K&E retention application.

Legal Services for the Period Ending February 28, 2025

Invoice Number:

1050116085

JOANN Inc.

Matter Number:

58106-21

Retention – K&E

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/25	Joshua Raphael	0.50	Review, analyze disclosures re K&E retention (.2); correspond with N. Stratman, K&E team re same (.3).
02/25/25	Nick Stratman	1.40	Review, analyze U.S. Trustee comments to K&E retention application re disclosures (1.1); correspond with J. Raphael re same (.3).
02/27/25	Olivia Acuna	2.00	Draft, analyze responses to U.S. Trustee questions re K&E retention application (.6); correspond with J. Raphael re same (.7); analyze precedent re same (.7).
02/27/25	Joshua Raphael	1.90	Draft responses re K&E retention comments (.7); review, revise responses re K&E retention (1.2).
02/27/25	Nick Stratman	0.50	Correspond with J. Raphael re K&E retention application.
02/27/25	Aparna Yenamandra, P.C.	0.50	Correspond with O. Acuna, K&E team re retention matters from U.S. Trustee.
02/28/25	Olivia Acuna	0.60	Review, revise CNO re K&E retention application.
02/28/25	Eric Nyberg	3.30	Analyze disclosures re K&E retention application.
02/28/25	Nick Stratman	1.00	Draft, revise retention application CNO.
Total		284.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116086
Client Matter: 58106-22

In the Matter of Retention – Non K&E

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 195,159.00

Total legal services rendered

\$ 195,159.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
 Matter Number: 58106-22

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	17.20	1,465.00	25,198.00
Lindsey Blumenthal	3.10	1,525.00	4,727.50
Julia F. Burnson	0.50	685.00	342.50
Devon N. Chenelle	26.40	880.00	23,232.00
Kaitlan Donahue	0.40	880.00	352.00
Fredrica George	22.00	1,065.00	23,430.00
Susan D. Golden	0.80	1,795.00	1,436.00
Alec Klimowicz	29.90	880.00	26,312.00
Christian Mancino	0.70	395.00	276.50
Joshua Raphael	43.90	1,195.00	52,460.50
Nick Stratman	12.80	1,065.00	13,632.00
James Ziemba	27.00	880.00	23,760.00
TOTALS	184.70		\$ 195,159.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
 Matter Number: 58106-22

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/17/25	Alec Klimowicz	0.30	Review, analyze precedent re Centerview retention application.
01/17/25	James Ziemba	1.50	Draft, revise Deloitte retention application.
01/18/25	Alec Klimowicz	1.10	Review, analyze Centerview retention application precedent.
01/19/25	James Ziemba	1.30	Draft and revise Deloitte retention application.
01/20/25	Fredrica George	2.20	Draft, revise A&M retention application.
01/20/25	Alec Klimowicz	0.80	Research re Centerview retention application.
01/20/25	James Ziemba	2.10	Draft and revise Deloitte retention application.
01/21/25	Julia F. Burnson	0.50	Draft Interim Compensation Motion.
01/21/25	Fredrica George	0.80	Draft, revise A&M retention application.
01/21/25	Susan D. Golden	0.40	Conference with O. Acuna re OCPs.
01/21/25	Alec Klimowicz	5.60	Research re Centerview retention applications (.9); draft Centerview retention application (4.7).
01/21/25	Christian Mancino	0.50	Draft ordinary course professionals motion.
01/22/25	Lindsey Blumenthal	2.00	Correspond with J. Raphael, K&E team re professionals retention status (.4); review, analyze issues re same (1.6).
01/22/25	Fredrica George	2.40	Draft, revise Kroll retention application.
01/22/25	Alec Klimowicz	2.10	Review, revise Centerview retention application (.7); research re same (1.4).
01/22/25	Joshua Raphael	1.40	Review, analyze Centerview retention application (.6); review, analyze A&M retention application (.6); correspond with A. Klimowicz, F. George re retention applications (.2).
01/22/25	James Ziemba	0.40	Research re Deloitte retention.
01/23/25	Alec Klimowicz	4.40	Draft summary re Centerview retention application items (.7); conference with J. Raphael re same (.3); review, revise Centerview application (3.4).
01/23/25	Joshua Raphael	0.40	Correspond, conference with A. Klimowicz re Centerview retention.
01/24/25	Fredrica George	1.50	Review, revise A&M retention application.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
 Matter Number: 58106-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/25	Alec Klimowicz	2.90	Review, revise Centerview retention application (2.1); research, analyze precedent re same (.6); correspond with J. Raphael re same (.2).
01/24/25	Joshua Raphael	3.80	Correspond with Centerview re retention applications (.4); correspond with Kroll re retention application (.4); review, analyze Centerview retention application (2.8); correspond with A. Klimowicz re same (.2).
01/24/25	James Ziemba	2.30	Draft and revise Deloitte retention application (2.1); correspond with J. Raphael re same (.2).
01/25/25	James Ziemba	0.60	Draft and revise Deloitte retention application.
01/26/25	Joshua Raphael	2.80	Review, revise Centerview retention application.
01/27/25	Fredrica George	2.00	Review, revise A&M retention application.
01/27/25	Alec Klimowicz	1.90	Review, revise Centerview retention application (1.7); correspond with Centerview re same (.2).
01/27/25	Joshua Raphael	6.80	Review, revise A&M retention application (1.8); correspond with F. George re same (.4); review, revise Centerview retention application (2.2); correspond with A. Klimowicz re same (.2); review, revise Kroll retention application (2.1); correspond with F. George re same (.1).
01/28/25	Olivia Acuna	0.30	Correspond with N. Stratman, J. Raphael re professional retention applications.
01/28/25	Fredrica George	2.00	Review, revise A&M retention application (1.0); review, revise Kroll retention application (1.0).
01/28/25	Joshua Raphael	1.80	Correspond with O. Acuna re Kroll and Deloitte professional retention applications (.3); analyze issues re same (.4); review, revise Kroll retention application (.2); review, analyze, revise Deloitte retention (.8); correspond with F. George re same (.1).
01/29/25	Lindsey Blumenthal	0.50	Conference with O. Acuna re review of non-K&E retention applications.
01/29/25	Fredrica George	1.10	Review, revise A&M retention application (.7); review, revise Kroll retention application (.4).
01/29/25	Joshua Raphael	1.80	Review, revise Deloitte retention application.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
 Matter Number: 58106-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/25	James Ziemba	5.40	Review, revise Deloitte retention application (5.2); correspond with J. Raphael re same (.2).
01/30/25	Fredrica George	0.40	Correspond with A&M re retention application (.1), review, revise A&M retention application (.3).
01/30/25	Joshua Raphael	1.40	Review, revise Deloitte retention application (1.2); correspond with O. Acuna re retention application status (.2).
01/31/25	Fredrica George	0.90	Review, revise A&M retention application.
01/31/25	Fredrica George	1.60	Draft, revise interim compensation motion.
01/31/25	Alec Klimowicz	2.40	Review, revise Centerview retention application (2.2); correspond with J. Raphael re same (.2).
01/31/25	Joshua Raphael	0.30	Review, revise interim compensation motion.
01/31/25	Nick Stratman	2.20	Draft correspondence to non-K&E professionals re retention schedules (.4); review, revise retention schedules (1.8).
01/31/25	James Ziemba	1.00	Revise Deloitte retention application.
02/01/25	Fredrica George	0.90	Review, revise interim compensation motion.
02/01/25	Joshua Raphael	0.60	Review, revise interim compensation motion.
02/02/25	Joshua Raphael	0.50	Review, analyze interim compensation motion and correspond with O. Acuna, K&E team re same.
02/03/25	Lindsey Blumenthal	0.60	Review status of non-K&E retention applications.
02/03/25	Devon N. Chenelle	3.60	Draft OCP motion (3.5); correspond with J. Raphael re same (.1).
02/03/25	Joshua Raphael	2.50	Review, analyze Centerview retention application (1.4); follow up with Centerview re same (.2); review, analyze Deloitte retention (.9).
02/03/25	James Ziemba	0.30	Telephone conference with J. Raphael re Deloitte retention (.2); review, analyze Deloitte engagement letter (.1).
02/04/25	Olivia Acuna	0.40	Review, revise interim compensation motion.
02/04/25	Fredrica George	0.20	Review, revise interim compensation motion.
02/04/25	Joshua Raphael	1.00	Correspond with CS re interim compensation motion (.1); review, analyze OCP motion (.4); conference, correspondence re OCP retention (.1); correspond with O. Acuna re interim compensation (.4).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
 Matter Number: 58106-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/04/25	James Ziemba	2.70	Review, revise Deloitte retention application (2.5); correspond with J. Raphael re same (.2).
02/05/25	Fredrica George	1.30	Review, revise A&M retention application (.7); review, revise Kroll retention application (.6).
02/05/25	Joshua Raphael	1.10	Review, comment on OCP motion.
02/05/25	Nick Stratman	1.10	Revise, revise Cole Schotz retention application.
02/06/25	Olivia Acuna	1.40	Review, revise motion to seal.
02/06/25	Devon N. Chenelle	3.90	Revise OCP motion (3.7); correspond with J. Raphael re same (.1); correspond with L. Blumenthal re same (.1).
02/06/25	Fredrica George	0.20	Correspond with Kroll re retention application.
02/06/25	Fredrica George	0.40	Review, revise interim compensation motion.
02/06/25	Alec Klimowicz	0.20	Review, analyze Centerview retention application.
02/06/25	Joshua Raphael	2.30	Review, analyze issues re OCP, interim compensation motions, retention applications (1.0); correspond re CS retention (.2); motion to seal (.3); review, revise OCP motion (.8).
02/07/25	Fredrica George	1.50	Review, revise Kroll retention application (.8); review, revise A&M retention application (.7).
02/07/25	Fredrica George	0.30	Review, revise interim compensation motion.
02/07/25	Alec Klimowicz	2.10	Review, revise Centerview retention application (.8); review, analyze schedules re same (1.1); correspond with J. Raphael re same (.2).
02/07/25	Nick Stratman	1.50	Review, revise Cole Schotz retention application (1.2); correspond with A. Klimowicz re Centerview application (.3).
02/09/25	Joshua Raphael	0.30	Conference with A&M re PII list.
02/10/25	Devon N. Chenelle	1.00	Revise OCP motion.
02/10/25	Kaitlan Donahue	0.30	Review, analyze consumer privacy declarant engagement letter.
02/10/25	Joshua Raphael	0.70	Review, revise Centerview retention application (.5); correspond with Centerview re same (.2).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
 Matter Number: 58106-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/25	Devon N. Chenelle	8.90	Revise store closing motion (7.6); correspond with J. Michalik, O. Acuna, and J. Raphael re same (.3); revise OCP motion (.8); correspond with J. Raphael re same (.2).
02/11/25	Fredrica George	0.30	Correspond with J. Raphael re interim compensation motion.
02/11/25	Joshua Raphael	0.60	Correspond with O. Acuna, K&E team re non-K&E retention applications (.1); review, revise interim compensation motion (.5).
02/12/25	Alec Klimowicz	0.80	Review, revise Centerview retention application.
02/12/25	Christian Mancino	0.20	Revise retention applications with global edits.
02/12/25	Joshua Raphael	1.70	Review, revise Centerview retention application (1.5); correspond with O. Acuna re motion to seal, retention applications (.1); correspond with CS re CS retention (.1).
02/12/25	Nick Stratman	1.00	Review, revise Cole Schotz retention application (.8); correspond with Cole Schotz team re same (.2).
02/13/25	Olivia Acuna	3.70	Review, revise OCP motion (.8); review, revise interim compensation motion (.7); correspond with J. Raphael, K&E team re same (.6); review, revise non-K&E professional retention applications (1.6).
02/13/25	Devon N. Chenelle	2.10	Drat OCP issues summary (1.0); prepare proposed filing version of OCP motion (1.1).
02/13/25	Fredrica George	0.40	Review, revise A&M retention application (.2); review, revise Kroll retention application (.2).
02/13/25	Alec Klimowicz	2.80	Review, revise Centerview retention application (2.4); correspond with J. Raphael re same (.4).
02/13/25	Joshua Raphael	2.30	Review, revise Deloitte retention.
02/13/25	Nick Stratman	1.50	Review, revise Cole Schotz retention application (1.1); review, analyze Deloitte retention application (.4).
02/13/25	James Ziemba	5.00	Revise Deloitte retention application (2.9); revise Deloitte parties in interest list (2.1).
02/14/25	Joshua Raphael	1.50	Review, analyze Deloitte retention (1.3); correspond with J. Ziemba re same (.2);.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
 Matter Number: 58106-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/25	Nick Stratman	2.20	Review, revise Deloitte retention application.
02/14/25	James Ziemba	1.40	Review, revise Deloitte retention application.
02/17/25	Olivia Acuna	0.90	Review, revise motion to seal (.6); correspond with J. Raphael, K&E team re same (.3).
02/17/25	Devon N. Chenelle	0.90	Revise motion to seal (.5), correspond with Cole Schotz team re same (.3); correspond with J. Raphael re same (.1).
02/17/25	Fredrica George	0.70	Review, revise schedules for A&M retention application.
02/17/25	Alec Klimowicz	0.20	Review, analyze redacted Centerview retention application (.1); correspond with J. Raphael re same (.1).
02/18/25	Olivia Acuna	0.50	Review, revise professional retention applications re redactions.
02/18/25	Devon N. Chenelle	1.20	Review, revise motion to seal (1.0); correspond with J. Raphael and O. Acuna re same (.2).
02/18/25	Fredrica George	0.90	Review, revise Kroll retention application (.1); review, revise A&M retention application (.8).
02/18/25	Alec Klimowicz	0.60	Review, revise redacted Centerview retention application (.5); correspond with J. Raphael re same (.1).
02/18/25	Joshua Raphael	2.10	Prepare redacted Deloitte retention application (1.0); prepare redacted Centerview retention application (1.1).
02/18/25	Nick Stratman	1.40	Revise Cole Schotz retention application (1.1); prepare same for filing (.3).
02/18/25	James Ziemba	0.80	Revise Deloitte retention application.
02/19/25	Joshua Raphael	0.30	Review, analyze Deloitte retention.
02/19/25	James Ziemba	2.20	Revise Deloitte retention application (2.0); correspond with J. Raphael and Cole Schotz team re same (.2).
02/20/25	Olivia Acuna	1.80	Review, revise redacted professional fee applications.
02/20/25	Devon N. Chenelle	0.30	Research OCP precedent (.2); correspond with J. Raphael re same (.1).
02/20/25	Joshua Raphael	0.70	Review, analyze U.S. Trustee comments to interim compensation and OCP motions (.3); correspond with O. Acuna, K&E team re same (.4).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
 Matter Number: 58106-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/25	Devon N. Chenelle	1.40	Review, revise OCP order (.7); review, revise interim compensation order (.7).
02/22/25	Devon N. Chenelle	2.00	Review, revise OCP motion re U. S. Trustee (1.0); review, revise interim compensation motion re U.S. Trustee comments (1.0).
02/23/25	Joshua Raphael	0.10	Correspond with L. Blumenthal re interim compensation order.
02/24/25	Olivia Acuna	2.40	Review, revise U.S. Trustee comments to professional retention applications (.8); review, revise interim compensation order re same (.8); review revise OCP order re same (.8).
02/24/25	Devon N. Chenelle	0.20	Correspond with A&M team and J. Raphael re OCP questions from U.S. Trustee.
02/24/25	Joshua Raphael	1.60	Review, analyze U.S. Trustee comments to Centerview retention (.5); correspond with O. Acuna Centerview re same (.5); review, analyze OCP order (.1); review, analyze U.S. Trustee comments re OCP, interim compensation orders (.4); correspond with O. Acuna, K&E team re same (.1).
02/25/25	Olivia Acuna	0.60	Correspond with J. Raphael re U.S. Trustee comments to professional retention application (.3); analyze U.S. Trustee comments to OCP and interim compensation orders (.3).
02/25/25	Joshua Raphael	0.20	Correspond with A&M re OCP retention.
02/25/25	Nick Stratman	1.10	Correspond with J. Raphael, Deloitte team re Deloitte supplemental retention declaration.
02/26/25	Devon N. Chenelle	0.50	Conference with J. Raphael and A&M teamer OCP motion (.3); prepare for same (.2).
02/26/25	Joshua Raphael	0.30	Conference with A&M re OCP retention.
02/27/25	Olivia Acuna	2.40	Analyze U.S. Trustee comments to interim compensation and OCP orders (1.4); correspond with J. Raphael re same (.5); analyze precedent re same (.5).
02/27/25	Devon N. Chenelle	0.40	Review, analyze U.S. Trustee comments to interim compensation order.
02/27/25	Kaitlan Donahue	0.10	Correspond with consumer privacy declarant re engagement letter.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050116086
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/25	Susan D. Golden	0.40	Review U.S. Trustee comments to interim compensation order (.2); correspond with A. Yenamandra, K&E team with comments to same (.2).
02/27/25	Joshua Raphael	1.30	Review, analyze U.S. Trustee comments to interim compensation order (.1); correspond with O. Acuna, K&E team re same (.1); correspond with O. Acuna, K&E team re OCP order (.1); review, analyze U.S. Trustee comments re retention applications (.6); review, revise responses to U.S. Trustee comments re same (.2); review, analyze OCP list (.2).
02/28/25	Olivia Acuna	2.80	Analyze U.S. Trustee comments to professional retention applications (.4); review, revise OCP order (.5); review, revise interim compensation order (.6); correspond with J. Raphael re same (.4); draft responses to U.S. Trustee re comments to interim Company order (.9).
02/28/25	Alec Klimowicz	1.70	Review, revise Centerview retention order.
02/28/25	Joshua Raphael	1.70	Correspond with A&M, O. Acuna, K&E team, landlord counsel re fire safety issue (.1); review, analyze U.S. Trustee correspondence re retention, OCPs, interim comp (.7); review, analyze and prepare COCs (.2); correspond with U.S. Trustee re Deloitte retention (.2); review, revise OCP descriptions (.5).
02/28/25	Nick Stratman	0.80	Correspond with Deloitte re retention application.
Total		184.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116087

Client Matter: 58106-23

In the Matter of Vendor Matters

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 246,170.00

Total legal services rendered

\$ 246,170.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050116087
 Matter Number: 58106-23

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	15.60	1,465.00	22,854.00
Nick Anderson	72.20	1,065.00	76,893.00
Lindsey Blumenthal	19.00	1,525.00	28,975.00
Devon N. Chenelle	14.50	880.00	12,760.00
Chad B. Crowell	1.00	1,465.00	1,465.00
Kaitlan Donahue	12.10	880.00	10,648.00
Fredrica George	1.80	1,065.00	1,917.00
Alec Klimowicz	8.10	880.00	7,128.00
Mike Kraft	3.50	1,525.00	5,337.50
Kelly Meyer	0.20	1,065.00	213.00
Jeff Michalik	6.40	1,735.00	11,104.00
Joshua Raphael	0.50	1,195.00	597.50
Matt Waldrep	54.80	1,195.00	65,486.00
James Ziemba	0.90	880.00	792.00
TOTALS	210.60		\$ 246,170.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050116087
 Matter Number: 58106-23

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Matt Waldrep	0.50	Review, analyze vendor contract.
01/16/25	Nick Anderson	0.40	Review, analyze vendor correspondence (.3); correspond with M. Waldrep re same (.1).
01/16/25	Devon N. Chenelle	2.40	Research, analyze consignment, automatic stay, priority considerations re vendor matters.
01/16/25	Matt Waldrep	0.30	Correspond with L. Blumenthal, K&E team, A&M re vendor issues.
01/17/25	Olivia Acuna	1.10	Telephone conference with Company, J. Michalik, L. Blumenthal re vendor claims (.5); analyze correspond with J. Michalik, L. Blumenthal re same (.4); revise talking points re same (.2).
01/17/25	Nick Anderson	4.60	Review, analyze vendor contracts (2.7); correspond with M. Waldrep, K&E team re same (.2); draft automatic stay vendor letter (.8); telephone conference with vendor re automatic stay considerations (.9).
01/17/25	Lindsey Blumenthal	3.50	Correspond with Company, O. Acuna, K&E team re vendor inquiries (2.1); conference with vendor counterparties re inquiries (1.4).
01/17/25	Jeff Michalik	0.50	Conference with Company, L. Blumenthal, O. Acuna re customs, 503(b)(9) analysis.
01/17/25	Matt Waldrep	7.00	Correspond with L. Blumenthal, K&E team, A&M re vendor issues (.5); telephone conference with vendor re critical vendor status (1.0); telephone conference with J. Michalik re same (.1); telephone conference with L. Blumenthal re same (.1); correspond with L. Blumenthal, K&E team, A&M re same (.4); research re executory contracts (1.2); review, analyze vendor contract re related considerations (.6); telephone conference with vendors re inquiries (.3); correspond with vendors re inquiries (.5); review, analyze vendor outreach, related considerations (.8); review, revise summary re vendor issues (1.2); correspond with N. Anderson, K&E team re same (.3).
01/17/25	James Ziemba	0.90	Research re effective delivery of goods (.7); correspond with O. Acuna re same (.2).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050116087
 Matter Number: 58106-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/18/25	Lindsey Blumenthal	2.00	Review, analyze vendor inquiries.
01/18/25	Matt Waldrep	0.20	Telephone conference with vendor re sale process, contract.
01/19/25	Nick Anderson	0.30	Review, analyze contract re vendor considerations (.2); correspond with M. Waldrep re same (.1).
01/19/25	Matt Waldrep	3.70	Review, analyze vendor contract (.8); research re executory contracts (2.8); correspond with L. Blumenthal, K&E team re same (.1).
01/20/25	Olivia Acuna	0.30	Correspond with M. Waldrep, K&E team re vendor inquiries (.2); correspond with L. Blumenthal re same (.1).
01/20/25	Nick Anderson	1.60	Review, analyze vendor communications re inquiries (1.1); telephone conference with M. Waldrep, L. Blumenthal, A&M, Company re same (.5).
01/20/25	Matt Waldrep	1.60	Telephone conference with vendor, L. Blumenthal, K&E team re sublease (.2); review, revise vendor outreach summary (.7); correspond with L. Blumenthal re same (.2); telephone conference with A&M, L. Blumenthal, K&E team re vendor issues (.5).
01/21/25	Nick Anderson	2.90	Review, analyze communications re vendor considerations (2.7); correspond with M. Waldrep, K&E team, A&M re same (.2).
01/21/25	Kaitlan Donahue	3.70	Review, analyze vendor contracts re executory status and other obligation considerations (1.4); research re same (1.6); correspond with F. George re same (.3); correspond with M. Waldrep re same (.4).
01/21/25	Fredrica George	1.10	Review, analyze vendor contracts re automatic stay considerations.
01/21/25	Jeff Michalik	0.40	Analyze issues re vendor shipments, customs.
01/21/25	Matt Waldrep	1.50	Correspond with vendor, L. Blumenthal, K&E team, A&M re critical vendor status (.4); review, revise vendor outreach summary (.4); review, analyze vendor communication materials (.7).
01/22/25	Olivia Acuna	0.80	Correspond with K&E team, L. Blumenthal re vendor communications and inbounds.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/25	Nick Anderson	4.70	Research re vendor considerations (3.4); correspond with D. Chenelle re same (.2); correspond with vendors re automatic stay issues (.8); correspond with M. Waldrep, K&E team re same (.3).
01/22/25	Lindsey Blumenthal	2.50	Correspond with vendors re status, prepetition payments.
01/22/25	Devon N. Chenelle	3.20	Research re vendor considerations.
01/22/25	Chad B. Crowell	0.30	Correspond with L. Blumenthal, N. Anderson, O. Acuna re import and Customs matters (.1); research issues re import and Customs matters (.2).
01/22/25	Kaitlan Donahue	0.20	Telephone conference with vendor re status of bankruptcy (.1); review, analyze correspondence re same (.1).
01/22/25	Matt Waldrep	0.90	Telephone conference with vendor re executory status (.1); correspond with N. Anderson, K&E team, A&M re vendor issues (.4); telephone conference with N. Anderson re same (.1); review, revise vendor matters summary (.3).
01/23/25	Olivia Acuna	1.00	Telephone conference with Company, L. Blumenthal, K&E team re vendor shipments (.5); telephone conference with Company re vendors matters (.2); correspond with M. Waldrep re same (.3).
01/23/25	Nick Anderson	2.10	Research re vendor issues (1.4); telephone conference with L. Blumenthal, K&E team, Company, A&M team re same (.7).
01/23/25	Lindsey Blumenthal	2.50	Correspond with vendors, O. Acuna, K&E team re prepetition payments.
01/23/25	Devon N. Chenelle	2.90	Conference with N. Anderson, K&E team re customs considerations (1.1); research re same (1.8).
01/23/25	Chad B. Crowell	0.70	Telephone conference with L. Blumenthal, N. Anderson, O. Acuna, Company re import and customs matters.
01/23/25	Kaitlan Donahue	3.20	Research re vendor contracts re executory considerations, automatic stay (2.4); correspond with M. Waldrep re same (.5); correspond with L. Blumenthal re same (.3).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050116087
 Matter Number: 58106-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/25	Jeff Michalik	1.60	Conference with L. Blumenthal, A&M team re customs, inventory issues (.4); analyze issues, research re same (1.2).
01/23/25	Matt Waldrep	7.10	Review, analyze vendor contracts (1.9); research re same (2.6); draft summary re same (1.5); correspond with K. Donahue, K&E team re same (.6); correspond with A&M, L. Blumenthal, K&E team re vendor issues (.4); review, analyze vendor correspondence with L. Blumenthal, K&E team (.1).
01/24/25	Olivia Acuna	2.70	Research re vendor shipments (.6); correspond with L. Blumenthal re same (.3); telephone conference with Company, A&M team, J. Michalik, K&E team re imported goods (.5); telephone conference with J. Michalik, K&E team re vendor correspondence (.5); telephone conference with A&M team re same (.8).
01/24/25	Nick Anderson	2.50	Research re vendor considerations (1.1); correspond with vendor counsel re same (.3); telephone conference with L. Blumenthal, K&E team, Company, A&M re same (.5); telephone conference with L. Blumenthal, K&E team re same (.6).
01/24/25	Lindsey Blumenthal	3.50	Review, analyze issue re open shipments (2.3); conference with A&M re same (1.2).
01/24/25	Lindsey Blumenthal	0.50	Conference with O. Acuna, K&E team re vendor matters.
01/24/25	Devon N. Chenelle	0.70	Conference with L. Blumenthal, K&E team re vendor considerations.
01/24/25	Devon N. Chenelle	2.50	Research re customs issues (2.4); correspond with N. Anderson, O. Acuna re same (.1).
01/24/25	Kaitlan Donahue	3.50	Research re vendor contracts re automatic stay, ipso facto clauses (2.3); draft summary of research re same (.4); correspond with M. Waldrep re same (.3); conference with L. Blumenthal, K&E team re vendor matters (.5).
01/24/25	Fredrica George	0.50	Conference with L. Blumenthal, K&E team re vendor matters.
01/24/25	Alec Klimowicz	3.80	Review, analyze royalty agreements (2.6); draft analysis re same (.7); conference with J. Michalik, K&E team re vendor matters (.5).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Vendor Matters

Invoice Number: 1050116087
Matter Number: 58106-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/25	Jeff Michalik	2.20	Conference with L. Blumenthal, A&M team re import issues (.5); research re same (1.1); conference with L. Blumenthal re same (.3); correspond with consignment vendor counsel re claims (.3).
01/24/25	Matt Waldrep	2.60	Correspond with A&M, L. Blumenthal, K&E team re vendor issues (.2); review, analyze research re same (.7); telephone conference with O. Acuna re same (.3); review, revise summary re same (.7); correspond with K. Donahue re vendor research (.1); telephone conference with L. Blumenthal, K&E team re vendor issues (.6).
01/25/25	Matt Waldrep	0.10	Correspond with J. Michalik, vendor re consigned goods.
01/26/25	Devon N. Chenelle	0.20	Review, analyze vendor correspondence re vendor inquiries.
01/27/25	Nick Anderson	3.10	Research re vendor considerations (2.8); correspond with M. Waldrep, K&E team, vendor counsel re same (.3).
01/27/25	Lindsey Blumenthal	2.40	Review, analyze vendor correspondence re vendor inquiries (1.5); analyze issues re goods in transit (.9).
01/27/25	Alec Klimowicz	2.70	Review, analyze royalty agreements re executory considerations (1.9); draft analysis re same (.8).
01/27/25	Matt Waldrep	2.40	Correspond with vendor, L. Blumenthal, K&E team, A&M re vendor issues (.7); telephone conference with vendor re critical vendor status (.1); review, analyze vendor contract (.7); correspond with A&M re same (.6); telephone conference with A. Klimowicz re vendor issues (.2); telephone conference with A&M re vendor issues (.1).
01/28/25	Nick Anderson	1.20	Research re vendor considerations (.9); correspond with M. Waldrep, K&E team, vendor counsel re same (.3).
01/28/25	Lindsey Blumenthal	1.50	Conference with M. Waldrep re vendor communications (.7); conference with landlord re comments (.8).
01/28/25	Kaitlan Donahue	0.50	Research re mechanic's liens, turnover.
01/28/25	Fredrica George	0.20	Review, revise summary re vendor matters, open issues.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/25	Mike Kraft	3.50	Review and analyze materials re vendor considerations.
01/28/25	Jeff Michalik	0.60	Review and revise reclamation demand letter response (.4); research re same (.2).
01/28/25	Matt Waldrep	6.20	Correspond with L. Blumenthal, K&E team, A&M, vendor re vendor issues (1.5); telephone conference with L. Blumenthal re vendors issues (.1); telephone conference with A&M, vendor re postpetition payments (.3); review, analyze vendor contract (.9); telephone conference with vendor re postpetition payments (.2); research re vendor contract (2.9); correspond with D. Chenelle re same (.3).
01/29/25	Nick Anderson	5.50	Research re vendor considerations (3.4); draft correspondence to vendor counsel re same (.7); correspond with M. Waldrep, K&E team, vendor counsel re same (1.4).
01/29/25	Lindsey Blumenthal	0.60	Review, analyze vendor correspondence re vendor inquiries.
01/29/25	Kaitlan Donahue	1.00	Research re mechanic's lien, turnover (.6); correspond with M. Waldrep re same (.2); correspond with A&M re same (.2).
01/29/25	Jeff Michalik	0.10	Correspond with N. Anderson, K&E team re reclamation demand letters.
01/29/25	Matt Waldrep	4.20	Correspond with L. Blumenthal, K&E team, A&M, vendors re vendor issues (2.6); review, analyze research re vendor issues (.3); correspond with K. Donahue, K&E team, A&M re same (.7); conference with N. Anderson re commissions (.3); telephone conference with A&M re vendor issues (.1); correspond with D. Chenelle re vendor research (.2).
01/30/25	Olivia Acuna	1.10	Revise vendor agreement.
01/30/25	Nick Anderson	1.80	Research re vendor considerations (1.6); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.2).
01/30/25	Alec Klimowicz	1.60	Analyze vendor contracts re executory status (1.3); draft summary re same (.3).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/25	Matt Waldrep	4.50	Correspond with D. Chenelle, K&E team, A&M re vendor issues (1.0); review, analyze same (.8); research re same (1.2); draft summary re same (1.5).
01/31/25	Olivia Acuna	2.70	Review, revise vendor correspondence (.4); correspond with N. Anderson re vendor letters (.3); review, revise response re same (2.0).
01/31/25	Nick Anderson	2.40	Research re vendor considerations (2.2); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.2).
01/31/25	Jeff Michalik	0.40	Analyze vendor demand letter re return of goods.
01/31/25	Matt Waldrep	2.00	Correspond with L. Blumenthal, K&E team, A&M, vendor re vendor agreement (.9); telephone conference with vendor re vendor agreement (.1) review, analyze vendor issues (.4); correspond with A&M, L. Blumenthal, K&E team re same (.3); research re vendor agreement (.3).
02/03/25	Olivia Acuna	0.40	Review, revise form letter agreement re return to vendor.
02/03/25	Nick Anderson	4.80	Research re vendor considerations (3.9); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.9).
02/03/25	Jeff Michalik	0.30	Review and analyze RTV letter (.2); correspond with L. Blumenthal re same (.1).
02/03/25	Matt Waldrep	3.60	Research re consignment (.6); telephone conference with D. Chenelle re same (.4); correspond with A. Klimowicz, K&E team, A&M, vendors re vendor issues (1.6); research re same (1.0).
02/04/25	Olivia Acuna	0.70	Correspond with M. Waldrep, N. Anderson re vendor letter (.2); analyze re same (.5).
02/04/25	Nick Anderson	5.20	Research re vendor considerations (3.8); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.6); draft reclamation demand responses (.4); revise store support final order (.4).
02/04/25	Matt Waldrep	1.30	Correspond with N. Anderson, K&E team re vendor issues (1.2); telephone conference with A&M re vendor issues (.1).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/05/25	Nick Anderson	6.10	Research re vendor considerations (3.9); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (2.2).
02/05/25	Jeff Michalik	0.30	Correspond with N. Anderson re vendor, automatic stay violation (.1); correspond with M. Waldrep re reclamation demands (.2).
02/05/25	Joshua Raphael	0.30	Correspond with U.S. Trustee, Committee, A&M re vendor matrix.
02/05/25	Matt Waldrep	0.70	Correspond with N. Anderson, K&E team, A&M re vendor issues (.5); review, analyze motion to compel (.1); telephone conference with counterparty re vendor issues (.1).
02/06/25	Olivia Acuna	0.20	Revise return to vendor letter (.1); correspond with N. Anderson re reclamation (.1).
02/06/25	Nick Anderson	1.50	Research re vendor considerations (.9); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.2); revise certification of counsel re store support final order (.2); revise store support final order (.1); correspond with J. Raphael re same (.1).
02/06/25	Matt Waldrep	0.60	Correspond with L. Blumenthal, K&E team, CS, vendor re vendor issues (.5); telephone conference with vendor re prepetition payments (.1).
02/07/25	Nick Anderson	1.40	Revise certification of counsel re store support motion (.3); research re vendor considerations (.9); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.2).
02/07/25	Matt Waldrep	0.20	Correspond with N. Anderson, K&E team re vendor issues.
02/08/25	Matt Waldrep	0.20	Review, analyze vendor contract.
02/10/25	Nick Anderson	3.20	Research re vendor considerations (2.8); correspond with M. Waldrep, K&E team, Cole Schotz, A&M, vendor counsel re same (.3); revise store support reporting requirements summary (.1).
02/10/25	Matt Waldrep	1.20	Correspond with N. Anderson, K&E team, A&M re vendor issues (1.1); telephone conference with A&M re same (.1).
02/11/25	Nick Anderson	3.40	Research re vendor considerations (2.6); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.8).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050116087
 Matter Number: 58106-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/12/25	Nick Anderson	2.10	Research re vendor considerations (1.7); correspond with L. Blumenthal, K&E team, Kroll, vendor counsel re same (.4).
02/13/25	Nick Anderson	2.40	Research re vendor considerations (2.1); correspond with M. Waldrep, K&E team, A&M, vendor counsel, Kroll re same (.3).
02/14/25	Nick Anderson	1.30	Research re vendor considerations (1.2); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.1).
02/18/25	Olivia Acuna	2.20	Telephone conference with A&M team, Company, L. Blumenthal re vendor outreach (.6); telephone conference with A&M team re same (.4); telephone conference with counsel to vendor (.4); telephone conference with A&M re vendor shipments (.5); correspond with L. Blumenthal, J. Michalik re same (.3).
02/18/25	Nick Anderson	0.70	Research re vendor considerations (.6); correspond with M. Waldrep, K&E team, A&M, Kroll, vendor counsel re same (.1).
02/18/25	Kelly Meyer	0.20	Telephone conference with vendors re consignment goods.
02/18/25	Joshua Raphael	0.20	Conference with O. Acuna, WBDS, K&E team re consigned goods.
02/19/25	Olivia Acuna	1.30	Telephone conference with Company, A&M team re vendor shipments (.5); correspond with counsel to vendor re same (.6); correspond with J. Raphael re same (.2).
02/19/25	Nick Anderson	1.10	Research re vendor considerations (.9); correspond with L. Blumenthal, K&E team, A&M, vendor counsel re same (.2).
02/19/25	Devon N. Chenelle	0.40	Correspond with O. Acuna re product at port and demurrage questions (.1); pull and distribute correspondence and research re same (.3).
02/19/25	Matt Waldrep	0.20	Correspond with A. Acuna re vendor issues.
02/20/25	Olivia Acuna	0.40	Correspond with Company, A&M team re inventory in ports.
02/20/25	Nick Anderson	1.70	Research re vendor considerations (1.4); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.3).

Legal Services for the Period Ending February 28, 2025

Invoice Number:

1050116087

JOANN Inc.

Matter Number:

58106-23

Vendor Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/20/25	Matt Waldrep	0.60	Correspond with N. Anderson, K&E team, A&M re vendor issues (.5); telephone conference with A&M, N. Anderson re same (.1).
02/24/25	Nick Anderson	0.20	Research re vendor considerations.
02/24/25	Devon N. Chenelle	1.40	Revise, update vendor tracker.
02/24/25	Devon N. Chenelle	0.80	Draft correspondence to vendor re vendor inquiries (.5); correspond with M. Waldrep, K&E team re same (.3)
02/24/25	Matt Waldrep	0.40	Review, revise draft vendor communications.
02/25/25	Olivia Acuna	0.40	Correspond with A&M team, counterparty counsel re freight.
02/25/25	Nick Anderson	2.40	Research re vendor issues (2.1); correspond with M. Waldrep, K&E team, vendor counsel, A&M re same (.3).
02/26/25	Nick Anderson	0.70	Research re vendor issues (.6); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (.1).
02/27/25	Nick Anderson	0.90	Research re vendor issues (.6); correspond with M. Waldrep, K&E team, vendor counsel, A&M, Kroll re same (.3).
02/27/25	Matt Waldrep	0.30	Correspond with L. Blumenthal, K&E team, A&M re vendor issues.
02/28/25	Olivia Acuna	0.30	Correspond with counsel to vendor re freight.
02/28/25	Matt Waldrep	0.70	Correspond with vendor, L. Blumenthal, K&E team re 503(b)(9) claims.
Total		210.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116088

Client Matter: 58106-24

In the Matter of Litigation

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 3,396,168.00

Total legal services rendered

\$ 3,396,168.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Litigation

Invoice Number: 1050116088
 Matter Number: 58106-24

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.90	1,465.00	1,318.50
Nick Anderson	1.40	1,065.00	1,491.00
Bill Arnault, P.C.	128.90	2,015.00	259,733.50
Ian M. Betts	156.50	1,345.00	210,492.50
Lindsey Blumenthal	5.50	1,525.00	8,387.50
Aulden Burcher-DuPont	34.70	1,395.00	48,406.50
Julia F. Burnson	0.50	685.00	342.50
Henry Caldwell	334.30	1,445.00	483,063.50
Donna Casas-Silva	68.20	760.00	51,832.00
Katherine Chen	46.90	395.00	18,525.50
Peter Cheung	19.20	760.00	14,592.00
Brigit Crosbie	179.30	1,345.00	241,158.50
Carlos Estrada	140.50	1,025.00	144,012.50
Martha K. Harrison	0.30	1,735.00	520.50
Keith Huang	15.70	560.00	8,792.00
Alex Ingoglia	190.40	1,345.00	256,088.00
Bradley Kellogg	85.80	760.00	65,208.00
Kathleen Vera Kinsella	87.30	1,525.00	133,132.50
Mike Kraft	200.00	1,525.00	305,000.00
Ken Lee	157.40	560.00	88,144.00
Joshua J. Lustig	148.40	1,025.00	152,110.00
Christian Mancino	0.50	395.00	197.50
Daniel McNamara	82.10	690.00	56,649.00
Jeff Michalik	6.90	1,735.00	11,971.50
Samantha R. Morelli	2.40	1,815.00	4,356.00
Tyler Nappo	1.30	880.00	1,144.00
Thanh Phan	63.40	560.00	35,504.00
Armando L. Prather	67.80	1,185.00	80,343.00
Catherine Rogers	89.50	690.00	61,755.00
Anup Sathy, P.C.	1.70	2,595.00	4,411.50
Joe Seaman	88.90	760.00	67,564.00
Joe Walter	171.30	1,025.00	175,582.50

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Litigation

Invoice Number: 1050116088
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<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael C. Whalen	167.10	1,525.00	254,827.50
Aparna Yenamandra, P.C.	4.80	1,995.00	9,576.00
Dan Zagoren	35.80	1,185.00	42,423.00
Matthew J. Zhu	72.50	1,345.00	97,512.50
TOTALS	2,858.10		\$ 3,396,168.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Litigation

Invoice Number: 1050116088
 Matter Number: 58106-24

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Bill Arnault, P.C.	0.60	Analyze investigation workstream and provide edits re same.
01/15/25	Bill Arnault, P.C.	1.50	Participate in witness preparation (1.0); prepare for first day hearing (.5).
01/15/25	Aulden Burcher-DuPont	2.80	Conference with A&M, Company re data preservation and collection (.5); prepare for same (1.0); telephone conference with L. Melo, K&E team re case workstreams (.5); prepare for same (.8).
01/15/25	Henry Caldwell	4.40	Correspond with Company re initial scoping interviews (.6); draft, revise summary re same (1.6); draft issue tags re document review coding panel (1.3); draft summary re same (.5); review, revise coding panel (.4).
01/15/25	Henry Caldwell	3.50	Correspond with A. Ingoglia re search terms (.2); correspond with A&M re document review (.4); telephone conference with Company re document collection (.5); prepare for same (1.0); correspond with Company re same (.4); correspond with A. Burcher-DuPont re custodial list and collection (.3); correspond with Company witnesses re scoping interviews (.7).
01/15/25	Brigit Crosbie	3.00	Draft document review protocol (2.5); telephone conference with A. Burcher-DuPont re document review (.5).
01/15/25	Ken Lee	1.30	Review, analyze data upload from Company.
01/15/25	Ken Lee	0.20	Correspond with D. Zagoren re document processing.
01/15/25	Ken Lee	1.10	Telephone conference with J. Walter, K&E team, Company re IT scoping.
01/15/25	Joshua J. Lustig	2.80	Conference with D. Zagoren re document collection (.8); review, analyze legal hold notice and associated custodians (.2); review, analyze summary of document collection strategy (.5); review, analyze declarations in support of chapter 11 petition (.5); conference with H. Caldwell, K&E team re document collection strategy (.5); correspond with H. Caldwell, K&E team re document review protocol and coding panel (.3).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Litigation

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Jeff Michalik	1.00	Conference with M. Whalen, K&E team, declarants re hearing, witness prep.
01/15/25	Tyler Nappo	0.20	Review and analyze correspondence with C. Heidkamp, M. Current and S. Morelli re virtual data room matters (.1); review correspondence from L. Blumenthal re matter update (.1).
01/15/25	Joe Walter	4.50	Conference with Company, K&E team re information technology systems (1.1); draft summary re same (2.5); correspond with K. Lee, K&E team, A&M re document collection (.9).
01/15/25	Michael C. Whalen	2.30	Correspond with A&M, Company re document collection (.4); review, analyze summary of IT systems and related collection issues (.6); correspond with H. Caldwell, K&E team re investigation strategy (.6); draft summary re same (.7).
01/15/25	Dan Zagoren	4.30	Telephone conference with Company, A&M, A. Burcher-DuPont, K&E team re collections (.9); review, analyze issues re same (1.9); telephone conference with J. Lustig re eDiscovery (.8); telephone conference with B. Crosbie, K&E team re same (.5); review, revise document review coding panel (.2).
01/16/25	Aulden Burcher-DuPont	0.50	Review, analyze preservation and collection issues.
01/16/25	Henry Caldwell	2.50	Correspond with A&M, K. Chen, K&E team re document collection (.7); draft search terms re same (.7); conference with M. Whalen, K&E team re first day hearing issues (.6); review, analyze documents re credit agreements (.5).
01/16/25	Henry Caldwell	5.80	Attend Company witness interview (2.5); draft summary re same (1.6); review, analyze Company acknowledgements to legal hold (.5); review, analyze issue tags and coding panel (.6); correspond with M. Whalen, K&E team re document collection (.3); correspond with Company re prepetition litigation (.3).
01/16/25	Katherine Chen	0.40	Correspond with M. Whalen, K&E team re internal communications.
01/16/25	Brigit Crosbie	1.30	Conference with M. Whalen re investigation (.3); draft document review protocol (1.0).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Litigation

Invoice Number: 1050116088
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/16/25	Alex Ingoglia	6.00	Draft direct examination outlines (2.0); review, analyze board minutes, presentations re search terms (1.8); prepare for meeting with Company (.4); conference with Company re first day hearing (.3); draft investigation search terms (1.0); telephone conference with M. Whalen, K&E team re investigation research and credit agreement review (.5).
01/16/25	Ken Lee	0.50	Correspond with A&M re data upload (.2); review, analyze same (.3).
01/16/25	Ken Lee	0.40	Review, analyze data upload.
01/16/25	Ken Lee	0.30	Review, analyze document upload.
01/16/25	Ken Lee	0.90	Correspond with A&M re document upload issues (.5); review, analyze same (.4).
01/16/25	Ken Lee	0.30	Correspond with A&M re document processing.
01/16/25	Ken Lee	0.30	Correspond with Company re document upload status.
01/16/25	Ken Lee	0.40	Review, analyze document imaging settings (.2); correspond with A&M re same (.2).
01/16/25	Ken Lee	0.50	Review document coding for production.
01/16/25	Joshua J. Lustig	4.00	Review, analyze hold notices re potential custodians of relevant data (.8); draft summary re same (2.5); correspond with H. Caldwell, K&E team re search terms, interview outlines (.7).
01/16/25	Joshua J. Lustig	0.30	Correspond with D. Zagoren re search terms (.2); correspond with K. Chen re summary re same (.1).
01/16/25	Joe Walter	1.60	Telephone conference with D. Zagoren, K&E team re first day hearing (.8); correspond with A&M re document collection (.8).
01/16/25	Michael C. Whalen	2.70	Telephone conference with Company witness re investigation (1.0); prepare for same (1.1); correspond with H. Caldwell, K&E team re investigation (.6).
01/16/25	Dan Zagoren	0.40	Review, revise collections summaries (.2); telephone conference with H. Caldwell re discovery (.2).
01/17/25	Aulden Burcher-DuPont	1.20	Review, analyze preservation and collection issues.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Litigation

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/17/25	Henry Caldwell	9.20	Interview Company employee re internal investigation (1.8); prepare for same (.7) interview Company employee re internal investigation (1.0); prepare for same (.5); interview Company employee re internal investigation (2.0); prepare for same (.5); review, revise notes and search terms re witness interviews (1.5); correspond with A. Ingoglia, K&E team re memorandum and revised issue tags re creditor agreement (.4); conference with M. Whalen re witness interviews (.4); correspond with A. Burcher-DuPont, K&E team re document collection (.4).
01/17/25	Katherine Chen	0.70	Correspond with M. Whalen, K&E team re investigation.
01/17/25	Katherine Chen	1.50	Review, revise custodian summary.
01/17/25	Katherine Chen	0.50	Conference with J. Lustig re custodian database tracker.
01/17/25	Katherine Chen	0.50	Coordinate re litigation and investigation workstreams.
01/17/25	Brigit Crosbie	4.00	Draft document review protocol (.4); review, analyze credit documents (1.8); draft summary re same (1.2); telephone conference with J. Lustig re search terms (.6).
01/17/25	Carlos Estrada	4.20	Attend Company interview (3.0); draft summary re same (1.2).
01/17/25	Alex Ingoglia	7.80	Analyze, review credit agreement re reserve issues (2.7); analyze, review relevant correspondence re same (1.5); review, revise investigation search terms re same (.5); draft memorandum re same (3.1).
01/17/25	Ken Lee	0.50	Review, analyze document production system.
01/17/25	Ken Lee	0.20	Correspond with A&M re document upload.
01/17/25	Joshua J. Lustig	7.00	Interview Company re investigation (1.8); draft summary re same (2.2); conference with D. Zagoren re search term strategy (1.0); update document processing and collection summary (.5); conference with K. Chen re same (.5); conference with B. Crosbie re search terms (.5); correspond with A. Burcher re eDiscovery matters (.5).

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 JOANN Inc.
 Litigation

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/17/25	Jeff Michalik	1.10	Review, analyze litigation strategy, potential discovery.
01/17/25	Joe Walter	2.50	Participate in Company interview re investigation (1.8); draft summary re same (.7).
01/17/25	Michael C. Whalen	5.70	Attend witness interviews re internal investigation (3.8); prepare for same (.9); correspond with H. Caldwell re same (.4); review, revise investigation materials and interview outline (.6).
01/17/25	Dan Zagoren	1.90	Telephone conference with J. Lustig re search parameters (1.0); review, analyze document collection (.9).
01/18/25	Alex Ingoglia	0.80	Review, revise memorandum re credit agreement and availability reserve.
01/18/25	Ken Lee	0.30	Correspond with A&M re document upload.
01/18/25	Joe Walter	2.60	Review, revise notes re Company interview.
01/18/25	Michael C. Whalen	0.40	Review, analyze investigative interview summaries (.2); correspond with H. Caldwell, K&E team re same (.2).
01/19/25	Alex Ingoglia	1.70	Review, revise memorandum re availability reserve (.7); review, revise investigation document review protocol (1.0).
01/20/25	Bill Arnault, P.C.	0.50	Conference with A. Yenamandra, K&E team re investigation.
01/20/25	Lindsey Blumenthal	1.40	Conference with A. Yenamandra, K&E team re investigation (.5); review, analyze next steps re same (.9).
01/20/25	Aulden Burcher-DuPont	1.00	Review, analyze collection and preservation issues.
01/20/25	Henry Caldwell	7.40	Review, revise initial search terms (2.8); review, revise document review protocol re investigation issues (2.5); conference with A. Yenamandra, K&E team re investigation (.5); correspond with K. Lee, A&M re data collection (.4); review, revise investigative work plan re same (.6); review, analyze scoping interview notes (.6).
01/20/25	Katherine Chen	0.50	Review, analyze draft interview memos.
01/20/25	Alex Ingoglia	1.30	Draft document review protocol (.7); review, revise same (.4); review, revise investigation search terms (.2).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Litigation

Invoice Number: 1050116088
 Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/20/25	Joshua J. Lustig	3.50	Review, analyze scoping interview notes (1.0); review, analyze credit agreement (.5); draft search terms (2.0).
01/20/25	Jeff Michalik	0.60	Conference with A. Yenamandra, B. Arnault, M. Whalen re litigation strategy.
01/20/25	Michael C. Whalen	3.60	Correspond with A. Yenamandra, K&E team re investigation (.5); draft investigation interview outlines (1.4); review, analyze key documents re investigation issues (1.1); correspond with A. Burcher-DuPont, K&E team re investigation (.6).
01/20/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with J. Michalik, K&E team re litigation matters.
01/20/25	Dan Zagoren	2.20	Review, analyze document collection (1.0); review, revise search terms (1.2).
01/21/25	Olivia Acuna	0.30	Correspond with J. Walter, K&E team re investigation diligence.
01/21/25	Bill Arnault, P.C.	4.10	Telephone conference with Choate re claims (.3); telephone conference with A. Yenamandra re same (.2); telephone conference with M. Whalen re same (.2); prepare for same (.8); draft investigation outline and discovery workstreams, project list (.9); review, analyze investigation materials (1.7).
01/21/25	Lindsey Blumenthal	1.50	Conference with M. Whalen, K&E team re investigation strategy (.6); review, analyze issues re same (.9).
01/21/25	Aulden Burcher-DuPont	1.50	Conference with M. Whalen, K&E team re preservation and collection workstreams (.5); review, analyze preservation and collection correspondence (1.0).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Litigation

Invoice Number: 1050116088
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/25	Henry Caldwell	9.40	Interview Company witness re investigation (2.0); prepare for same (.5); correspond with D. Zagoren re search terms (.4); correspond with M. Whalen, A&M re board materials (.3); correspond with Company re investigation (.3); correspond with Company re document collection items (.8); correspond with Company, A&M re priority custodians, scoping of network share drives (.6); interview Company witness re investigation (2.0); prepare re same (.5); review, revise search terms re scoping interviews (.8); review, revise document protocol re privilege (.6); conference with A. Bucher-DuPont re document collection (.6).
01/21/25	Carlos Estrada	3.20	Attend Company employee interview (2.0); draft summary re same (1.2).
01/21/25	Alex Ingoglia	3.50	Research re lender reserves (3.3); draft summary re same (.2).
01/21/25	Ken Lee	2.60	Research, revise privilege search terms.
01/21/25	Ken Lee	0.60	Review, analyze document review protocol.
01/21/25	Ken Lee	0.70	Correspond with A&M re privilege considerations (.3); review, analyze search results (.4).
01/21/25	Ken Lee	0.30	Correspond with H. Caldwell, K&E team re data processing for document production.
01/21/25	Ken Lee	0.60	Telephone conference with H. Caldwell, K&E team re document review (.5); prepare for same (.1).
01/21/25	Joshua J. Lustig	3.40	Draft search terms (1.0); correspond with D. Zagoren re same (.5); draft summary of Company witness interview (1.9).
01/21/25	Jeff Michalik	0.40	Conference with B. Arnault, M. Whalen, L. Blumenthal, Choate re litigation strategy.
01/21/25	Samantha R. Morelli	1.00	Review diligence process.
01/21/25	Catherine Rogers	1.50	Telephone conference with H. Caldwell, K&E team re document review (.5); review, analyze materials re same (1.0).
01/21/25	Joe Walter	3.80	Correspond with L. Blumenthal, K&E team re investigation document collection (.6); attend Company witness interview (2.0); draft notes re same (.7); correspond with H. Caldwell re same (.5).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Litigation

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/25	Michael C. Whalen	3.40	Correspond with lenders' counsel re first day hearing (.5); review, analyze interview outlines (.6); correspond with H. Caldwell re investigation interviews (.6); review, analyze summaries re same (.7); correspond with B. Arnault re investigation issues (.3); draft, revise parameters re document collections (.4); review, analyze investigation procedures (.3).
01/21/25	Dan Zagoren	3.30	Review, analyze document collection (.3); review, revise search terms (1.7); telephone conference with J. Lustig re same (.5); telephone conference with H. Caldwell, K&E team re document review (.2); telephone conference with H. Caldwell, K&E team re document collection (.2); telephone conference with M. Whalen, K&E team re discovery (.4).
01/22/25	Nick Anderson	0.30	Research re removal considerations (.2); correspond with C. Mancino re same (.1).
01/22/25	Bill Arnault, P.C.	1.10	Review, analyze investigation updates (.6); review, analyze litigation considerations re investigation (.5).
01/22/25	Aulden Burcher-DuPont	1.40	Review, analyze preservation and review workstreams.
01/22/25	Henry Caldwell	8.40	Review, analyze research re credit agreement reserves (.8); research re same (1.5); draft outline re same (.8); review, analyze issue tagging re board materials (.8); review, analyze document searches re reserves (1.2); review, revise document review protocol (.4); correspond with Company re document production (.4); correspond with Company re board materials (.4); correspond with A&M re same (.3); review, analyze same (.8); review, analyze search terms (1.0).
01/22/25	Ken Lee	0.40	Correspond with A&M team re processing status.
01/22/25	Ken Lee	0.50	Revise, review layout and privilege highlighting.
01/22/25	Joshua J. Lustig	3.60	Draft interview summary re Company witness (3.3); correspond with A. Burcher-DuPont re eDiscovery strategy (.3).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Litigation

Invoice Number: 1050116088
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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/25	Christian Mancino	0.50	Draft motion to enlarge period to remove actions.
01/22/25	Catherine Rogers	2.90	Review, analyze board materials re relevance and privilege.
01/22/25	Joe Walter	5.80	Draft memorandum re Company witness interview.
01/22/25	Michael C. Whalen	2.60	Correspond with C. Casas re liquidator issues (.6); draft, revise summary re investigation process (.4); correspond with A. Burcher-DuPont, K&E team re same (.4); draft, revise search terms (1.2).
01/23/25	Nick Anderson	1.10	Draft removal extension motion.
01/23/25	Bill Arnault, P.C.	3.70	Conference with Centerview, Company advisor teams (.5); review, analyze fact, legal theories (.9); draft outline re same (2.3).
01/23/25	Aulden Burcher-DuPont	2.50	Conference with A&M, Company re investigation (1.5); review, analyze document preservation issues (1.0).
01/23/25	Henry Caldwell	1.20	Correspond with M. Whalen re document collection (.2); review, revise search terms (.4); conference with K. Lee re document review issues (.6).
01/23/25	Henry Caldwell	7.40	Conference with Company, A&M re document production (1.4); attend interview of Company witness (1.5); draft, summarize interview notes re same (.5); review, analyze document reports (1.4); revise, analyze search terms re same (.3); review, revise investigative work plan (.4); conference with A. Ingoglia re reserve correspondence (.4); conference with A. Burcher-DuPont re document review (.5); conference with K. Lee re document search terms and reports (.4); correspond with I. Betts re case summary and strategy (.3); review, revise investigative document review protocol (.3).
01/23/25	Katherine Chen	0.20	Review, analyze collections sources summary.
01/23/25	Katherine Chen	0.50	Review, revise custodian interview memorandum.
01/23/25	Carlos Estrada	4.60	Draft, revise scoping interview memoranda.
01/23/25	Alex Ingoglia	5.30	Review, analyze documents re Company custodians (4.1); draft summary re same (1.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/23/25	Mike Kraft	1.20	Review, analyze case status.
01/23/25	Ken Lee	5.50	Review, analyze proposed search terms (.5); review, analyze search term reports (3.5); review, revise search terms re same (.8); review, revise limiters re search report (.7).
01/23/25	Ken Lee	0.20	Correspond with H. Caldwell re search reports.
01/23/25	Ken Lee	0.40	Prepare Company documents for processing.
01/23/25	Ken Lee	0.40	Conference with H. Caldwell re search terms.
01/23/25	Joshua J. Lustig	3.70	Conference with D. Zagoren re discovery (.3); attend Company witness scoping interview (1.0); conference with H. Caldwell re case updates and strategy (.3); conference with M. Whalen re credit agreement litigation considerations (.5); research re litigation procedures (1.6).
01/23/25	Jeff Michalik	0.30	Conference with A. Yenamandra re discovery issues (.2); conference with Choate re same (.1).
01/23/25	Samantha R. Morelli	1.40	Analyze diligence re production.
01/23/25	Michael C. Whalen	3.30	Review, analyze collection and investigation parameters (.6); conference with H. Caldwell, K&E team re same (.3); interview Company witness (1.3); review, analyze key documents and legal issues re reserve and cash collateral issues (1.1).
01/23/25	Dan Zagoren	3.30	Strategize, manage document collection (.2); review, revise search terms re same (2.1); conference with J. Lustig re search terms (.3); conference with H. Caldwell, K&E team re document review (.2); conference with H. Caldwell, K&E team re same (.2); conference with M. Whalen, K&E team re discovery considerations (.3).
01/24/25	Aulden Burcher-DuPont	1.20	Conference with H. Caldwell, K&E team re litigation considerations (.5); review, analyze correspondence from H. Caldwell re document preservation and collection (.7).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/24/25	Henry Caldwell	8.10	Review, revise search terms (1.2); conference with M. Whalen, K&E team re data room (.4); review, analyze document review protocol (.6); attend Company witness scoping interview (1.5); draft, summarize notes re same (.5); review, analyze document collection sample set (1.3); review, revise search terms re document report (.6); conference with M. Whalen, K&E team re document review protocol (.3); review, revise search terms (.9); correspond with K. Lee re investigative review (.4); correspond with Company re search terms (.4).
01/24/25	Henry Caldwell	1.30	Review, analyze considerations (.6); correspond with K. Chen, K&E team re document collection (.4); correspond with A&M re same (.3).
01/24/25	Katherine Chen	0.80	Conference with J. Lustig, K&E team re eDiscovery.
01/24/25	Brigit Crosbie	1.80	Review, analyze virtual data room re litigation concerns.
01/24/25	Carlos Estrada	2.30	Attend Company witness scoping interview (.5); draft memorandum re same (1.8).
01/24/25	Alex Ingoglia	3.80	Conference with M. Whalen, K&E team re data room (.3); review, analyze documents re same (2.8); draft, revise summary re document collection (.7).
01/24/25	Ken Lee	0.50	Conference with D. Zagoren, K&E team re project workflow.
01/24/25	Ken Lee	0.40	Conference with H. Caldwell re search terms.
01/24/25	Ken Lee	0.80	Coordinate with A&M re data processing.
01/24/25	Ken Lee	1.50	Review, revise search term reports.
01/24/25	Joshua J. Lustig	2.30	Draft interview summary re Company witness.
01/24/25	Joshua J. Lustig	3.20	Conference with D. Zagoren re discovery strategy (.4); review, analyze search term report results (.3); review, analyze scoping interview summaries (1.0); review, revise document collection summary (1.0); conference with M. Whalen, K&E team re document collection strategy (.5).
01/24/25	Catherine Rogers	1.80	Review, analyze board materials re privilege considerations.

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01/24/25	Anup Sathy, P.C.	0.50	Review and analyze term loan discovery matters.
01/24/25	Joe Seaman	2.30	Review, analyze document production.
01/24/25	Michael C. Whalen	4.40	Conference with A. Ingoglia re diligence materials (.4); research, analyze case law re reserve and cash collateral considerations (1.2); participate in Company witness interview (1.2); review, analyze term loan lenders' requests for production (1.1); review, revise draft search terms (.5).
01/24/25	Dan Zagoren	1.00	Conference with H. Caldwell, K&E team re document collection and review (.5); conference with J. Lustig re discovery considerations (.5).
01/25/25	Bill Arnault, P.C.	0.60	Review, analyze discovery and outline strategy, approach.
01/25/25	Lindsey Blumenthal	1.50	Review, analyze discovery request.
01/25/25	Aulden Burcher-DuPont	1.00	Review, analyze document preservation and collection workstreams.
01/25/25	Henry Caldwell	5.60	Review, analyze term loan lenders' requests for production (.6); conference with M. Whalen, K&E team re responses and objections to same (.8); review, analyze document collections re same (2.9); review, analyze search terms re document collections (1.3).
01/25/25	Katherine Chen	0.30	Analyze discovery logistics.
01/25/25	Brigit Crosbie	1.50	Draft objections to term loan lenders' requests for production (1.1); conference with M. Whalen re same (.4).
01/25/25	Alex Ingoglia	3.40	Conference with M. Whalen, K&E team re term loan lenders' requests for production (.8); review, analyze same (.7); draft responses and objections to same (1.9).
01/25/25	Joe Walter	1.00	Review, analyze notes rescoping interviews (.2); draft memorandum re same (.8).
01/25/25	Michael C. Whalen	1.90	Review, analyze term loan lenders' requests for production and proposed responses (1.1); conference with H. Caldwell, K&E team re same (.8).
01/25/25	Aparna Yenamandra, P.C.	0.30	Correspond with J. Michalik, K&E team re discovery.

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01/26/25	Bill Arnault, P.C.	0.40	Conference with M. Whalen re discovery and strategy considerations (.2); review and analyze discovery requests (.2).
01/26/25	Ian M. Betts	1.70	Review, analyze memorandums re investigative interviews.
01/26/25	Henry Caldwell	9.40	Review, analyze search terms re term loan lenders' requests for production (2.2); review, revise search terms re same (.7); review, revise responses and objections to same (1.2); correspond with A&M re document scoping and collection (.4); review, analyze document collection re term loan lenders' requests for production (3.3); review, analyze sample set of investigative documents (1.6).
01/26/25	Brigit Crosbie	0.90	Draft responses and objections to term loan lenders' requests for production.
01/26/25	Alex Ingoglia	1.90	Review, revise responses and objections to term loan lenders' requests for production (1.6); review, analyze responsive documents re same (.3).
01/26/25	Michael C. Whalen	4.40	Correspond with A. Yenamandra, K&E team re discovery requests (.6); review, revise draft objections and responses to term loan lenders' requests for production (1.8); correspond with B. Arnault re litigation strategy (.4); review, revise collection strategy (1.2); correspond with A. Yenamandra, K&E team, A&M re same (.4).
01/27/25	Bill Arnault, P.C.	3.20	Conference with Special Committee re investigation (.5); conference with Centerview re discovery (.2); review, analyze document requests (.4); review, analyze key documents re litigation issues and outline workstreams (2.1).
01/27/25	Ian M. Betts	4.90	Review, analyze document review protocol (.6); review, analyze pleadings, declarations re interviews (1.9); review, analyze request for production re Centerview (2.4).
01/27/25	Lindsey Blumenthal	0.60	Correspond with M. Whalen re investigation.
01/27/25	Aulden Burcher-DuPont	1.00	Conference with H. Caldwell, K&E team re document review strategy (.5); conference with H. Caldwell, K&E team, Centerview re discovery (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/27/25	Henry Caldwell	8.60	Review, analyze document collection re term loan lenders' requests for production (3.2); review, analyze document collection re search term report re same (3.2); draft investigative document review agenda (.7); conference with C. Estrada, K&E team re document review (.4); conference with K. Lee re same (.6); conference with A. Burcher-DuPont, K&E team, Centerview re document scoping and collection (.5).
01/27/25	Henry Caldwell	2.50	Review, revise requests for production to term loan lenders (1.1); correspond with M. Whalen re production to term loan lenders (.4); correspond with K. Lee, K&E team re search terms (.4); review, analyze privilege considerations re document collection (.6).
01/27/25	Brigit Crosbie	8.70	Conference with H. Caldwell re document review (.4); conference with Special Committee re investigation (.5); draft requests for production (3.5); draft protective order (1.6); review, analyze production to term loan lenders (2.7).
01/27/25	Carlos Estrada	3.10	Conference with H. Caldwell, K&E team re document review (.4); draft memorandum re Company witness (2.7).
01/27/25	Alex Ingolia	10.80	Review, analyze documents re term lender lenders' requests for production (8.2); draft objections to definitions and instructions re same (2.2); conference with H. Caldwell, K&E team re document review (.4).
01/27/25	Bradley Kellogg	3.20	Review, analyze documents for relevance, privilege, and confidentiality.
01/27/25	Ken Lee	1.90	Review, analyze search term reports.
01/27/25	Ken Lee	0.50	Review, analyze production specifications re requests for production.
01/27/25	Ken Lee	0.40	Review, analyze document upload issues.
01/27/25	Ken Lee	0.20	Review, analyze documents re privilege.
01/27/25	Ken Lee	0.50	Review, analyze document collection re requests for production.

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01/27/25	Joshua J. Lustig	6.30	Conference M. Whalen, K&E team re document review (.4); draft memorandum re Company witness interview (1.0); review, revise discovery summary (.6); review, revise Company document review protocol (.5); review, analyze responsive documents (3.8).
01/27/25	Catherine Rogers	4.80	Review, analyze documents for relevance, privilege and litigation considerations (4.4); conference with H. Caldwell, K&E team re document review (.4).
01/27/25	Joe Seaman	0.80	Review, analyze document review protocol.
01/27/25	Joe Walter	4.40	Conference with M. Whalen, K&E team re document review (.4); review, revise Company witness interview memorandum (4.0).
01/27/25	Michael C. Whalen	7.70	Review, analyze discovery requests from term loan lenders, proposed responses and objections (1.8); review, analyze search and collection parameters re same (2.8); draft and revise protective order (1.4); conference with H. Caldwell re same (.2); conference with Company re open issues (.5); conference with Company advisor teams re case status and strategy (.5); conference with Special Committee re investigation (.5).
01/27/25	Aparna Yenamandra, P.C.	1.00	Correspond with J. Michalik, K&E team re litigation, discovery matters.
01/27/25	Dan Zagoren	0.60	Conference with A. Burcher-DuPont re discovery (.2); conference with H. Caldwell, K&E team re document review (.4).
01/28/25	Bill Arnault, P.C.	5.20	Conference with M. Whalen, K&E team re litigation strategy and discovery considerations (.3); participate in A&M, Company advisor conference re4 case status (.5); prepare for depositions (.9); review and analyze 30(b)(6) notices and outline responses and workstreams (1.6); draft and respond to correspondence re discovery (.2); review, analyze background and fact development documents (1.7).
01/28/25	Ian M. Betts	5.40	Review, analyze document production re investigation (4.9); conference with M. Whalen, K&E team re same (.5).
01/28/25	Aulden Burcher-DuPont	0.80	Review, analyze production re re relevance.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/28/25	Henry Caldwell	6.60	Review, analyze term loan lenders' requests for production (.5); conference with M. Whalen, K&E team re investigation and litigation workstreams (.6); conference with I. Betts re research workstreams (.6); correspond with Company re collection of board materials (.4); draft search terms re collection of Centerview documents (1.1); correspond with K. Lee re search terms re term loan lenders' requests for production (.6); review, revise investigation and litigation work plan (.9); review, analyze Company document collection re term loan lenders' requests for production (1.9).
01/28/25	Brigit Crosbie	6.80	Conference with B. Arnault re investigation (.4); conference with H. Caldwell re same (.2); draft protective order (1.2); draft litigation work plan (1.0); review, analyze documents for production to term loan lenders (4.0).
01/28/25	Carlos Estrada	5.40	Conference with M. Whalen, K&E team re litigation strategy (.4); review, analyze document collection re term loan lenders' requests for production (5.0).
01/28/25	Alex Ingolia	9.10	Review, analyze documents re term loan lenders' requests for production (7.4); review, analyze term loan lenders' requests for production (.5); conference with M. Whalen, K&E team re litigation strategy (.4); conference with H. Caldwell, K&E team re term loan lenders' requests for production (.3); review, revise objections to same (.5).
01/28/25	Bradley Kellogg	1.10	Review, analyze documents for relevance, privilege, and confidentiality.
01/28/25	Mike Kraft	0.30	Conference with M. Whalen, K&E team re litigation strategy.
01/28/25	Ken Lee	0.50	Correspond with H. Caldwell re requests for production.
01/28/25	Ken Lee	0.30	Review, analyze summary re litigation considerations.
01/28/25	Ken Lee	1.80	Review, analyze documents re litigation considerations (1.1); review, analyze document search reports (.7).

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01/28/25	Joshua J. Lustig	7.80	Conference with H. Caldwell, K&E team re document review procedure (.5); conference with M. Whalen, K&E team re litigation strategy considerations (.4); review, analyze document production from Company (6.9).
01/28/25	Tyler Nappo	0.10	Review and analyze virtual data room uploads for potential competitively sensitive information.
01/28/25	Catherine Rogers	4.90	Review, analyze documents re responsiveness and privilege for discovery considerations.
01/28/25	Joe Walter	0.40	Conference with M. Whalen, K&E team re litigation strategy considerations.
01/28/25	Michael C. Whalen	7.90	Draft, revise protective order (1.2); draft, revise responses and objections to term loan lenders' requests (3.4); draft, revise Centerview collection parameters (1.3); conference with Centerview team re same (.4); conference with J. Walter, K&E team re litigation strategy considerations (.6); conference with advisors re litigation consideration progress (.5); review, analyze discovery requests to ABL and FILO agents (.5).
01/28/25	Aparna Yenamandra, P.C.	1.00	Correspond with J. Michalik, K&E team re litigation, discovery matters.
01/29/25	Bill Arnault, P.C.	7.20	Conference with M. Whalen, K&E team re discovery and document review considerations (1.0); review, analyze materials re same (.7); conference with Choate re discovery (.3); review, analyze 30(b)(6) notice and draft responses to same (1.4); review, analyze key documents and outline workstreams (2.1); review, revise materials re upcoming depositions (1.7).
01/29/25	Ian M. Betts	1.30	Review, analyze investigation documents (9.3); conference with W. Arnault, K&E team re litigation strategy and action items (1.0).
01/29/25	Lindsey Blumenthal	0.50	Correspond with M. Whalen, K&E team re depositions.
01/29/25	Aulden Burcher-DuPont	1.90	Correspond with M. Zhu re litigation issues (.5); review, analyze document production (1.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/25	Henry Caldwell	10.60	Review, revise draft protective order (1.4); review, revise objections and responses to term loan lenders' requests for production (1.2); review, analyze documents responsive to same (6.2); conference with B. Arnault, K&E team re litigation strategy (1.0); correspond with K. Lee re document production considerations (.5); correspond with A. Burcher-DuPont re Company drives and scoping of same (.3).
01/29/25	Katherine Chen	0.50	Conference with M. Whalen, K&E team re litigation strategies.
01/29/25	Brigit Crosbie	6.10	Conference with C. Rogers re document review (.3); conference with B. Arnault re litigation tasks (1.0); review, analyze documents for production to term loan lenders (4.8).
01/29/25	Carlos Estrada	4.40	Review, analyze documents re term loan lenders' requests for production.
01/29/25	Alex Ingoglia	7.90	Review, analyze document collection re term loan lenders' requests for production (6.1); review, analyze 30(b)(6) notice (.8); conference with B. Arnault, K&E team re litigation strategy considerations (1.0).
01/29/25	Bradley Kellogg	4.80	Review, analyze documents for relevance, privilege, and confidentiality (3.8); amend procedures for analysis re same (1.0).
01/29/25	Kathleen Vera Kinsella	1.20	Conference with B. Arnault re investigation strategy (.5); review, analyze bankruptcy filings re cash collateral and reserves dispute (.7).
01/29/25	Mike Kraft	6.70	Review, analyze memoranda re first day declarations and witness interview summaries.
01/29/25	Mike Kraft	1.00	Conference with M. Whalen, K&E team re case status and strategy considerations.
01/29/25	Ken Lee	0.30	Review, analyze discovery document review.
01/29/25	Ken Lee	0.20	Draft correspondence to A&M re document upload.
01/29/25	Ken Lee	0.50	Review, analyze search term results for document review.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/25	Ken Lee	2.60	Review, analyze document collection considerations (1.9); correspond with A&M re same (.7).
01/29/25	Ken Lee	0.30	Review, analyze second level of discovery review batches.
01/29/25	Ken Lee	0.90	Review, analyze exception documents (.7); correspond with B. Bammert re same (.2).
01/29/25	Ken Lee	0.30	Review, analyze discovery production specifications.
01/29/25	Ken Lee	0.70	Review, analyze discovery document imaging (.4); correspond with A&M re same (.3).
01/29/25	Ken Lee	0.30	Correspond with A&M re user permissions.
01/29/25	Ken Lee	0.70	Correspond with M. Whalen re Centerview data (.2); review, analyze discovery data processing considerations (.5).
01/29/25	Ken Lee	0.80	Draft correspondence to A&M re discovery tasks and case status.
01/29/25	Joshua J. Lustig	5.40	Conference with H. Caldwell, K&E team re document review protocol (.3); review, revise document collection summary (.7); review, analyze document collection re Company documents (4.4).
01/29/25	Jeff Michalik	1.10	Conference with M. Whalen, K&E team, Choate re term loan lenders' requests for production (.5); conference with M. Whalen, K&E team, Morgan Lewis re same (.5); conference with B. Arnault, K&E team re same (.1).
01/29/25	Tyler Nappo	0.70	Review and analyze virtual data room uploads for potential competitively sensitive information (.5); correspond with S. Morelli and C. Heidkamp re virtual data room matters (.2).
01/29/25	Catherine Rogers	6.20	Conference with B. Crosbie re requests for production (.3); review, analyze same and response summary re same (1.0); review, analyze documents for relevance, responsiveness and privilege re same (4.9).
01/29/25	Joe Walter	7.40	Review, analyze document collection re internal investigation.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/29/25	Michael C. Whalen	8.20	Review, revise responses and objections to requests for production (2.9); review, analyze deposition notices (1.8); review, analyze objections and responses to same (1.3); conference with H. Caldwell, K&E team re investigation and request strategy (1.1); participate in investigative preparation session (.6); conference with Morgan Lewis re discovery considerations (.5).
01/29/25	Matthew J. Zhu	1.70	Review, analyze background materials re investigation.
01/29/25	Matthew J. Zhu	0.50	Participate in meeting with A. Burcher-DuPont re case status.
01/30/25	Bill Arnault, P.C.	5.20	Review, revise discovery responses (2.4); conference with Company advisors re case updates (.4); review, revise work in process summary (.3); correspond with H. Caldwell, K&E team re same (.2); review, analyze document collection for depositions and second day hearing considerations (1.9).
01/30/25	Ian M. Betts	5.80	Review, analyze document collection re investigation (3.6); review, analyze investigation issues (2.2).
01/30/25	Aulden Burcher-DuPont	3.70	Review, analyze document collection process re document review (.5); conference with H. Caldwell, K&E team re document production (.5); telephone conference with K. Lee, A&M re investigation strategies (.5); conference with A&M re document production (.5); review, analyze correspondence from A&M re same (1.7).

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01/30/25	Henry Caldwell	12.50	Review, revise responses and objections to term loan lenders' requests for production (1.5); review, analyze Company documents re privilege (1.1); correspond with Company re collection of same (.4); correspond with M. Kraft re scoping interview memorandums (.4); correspond with K. Lee, A&M re document review and production (1.0); review, analyze correspondence from A&M re reserve (1.3); review, analyze documents responsive to term loan lenders' requests for production (5.7); draft correspondence to M. Whalen, K&E team re document review and production sets (.6); conference with A. Burcher-DuPont, K&E team re data collection and productions (.5).
01/30/25	Katherine Chen	0.60	Conference with H. Caldwell re eDiscovery.
01/30/25	Katherine Chen	1.30	Review, analyze requests for production re Centerview (.9); correspond with D. Zagoren, K&E team re same (.1); review, analyze documents re same (.3).
01/30/25	Brigit Crosbie	3.80	Conference with M. Whalen re privilege issues (.3); review, analyze documents for production to term loan lenders re requests for production (3.5).
01/30/25	Carlos Estrada	7.10	Review, analyze document collection re discovery requests.
01/30/25	Alex Ingoglia	9.50	Review, analyze documents for production (4.8); review, analyze Centerview documents re same (4.1); draft responses and objections to term loan lenders' 30(b)(6) request (.6).
01/30/25	Bradley Kellogg	3.90	Review, analyze documents for privilege and confidentiality.
01/30/25	Kathleen Vera Kinsella	2.20	Review, analyze bankruptcy pleadings re cash collateral and reserves dispute (1.7); conference with I. Betts re investigation issues (.5).
01/30/25	Kathleen Vera Kinsella	4.70	Review and analyze cash collateral and reserves dispute (1.7); conference with M. Whalen re Centerview responses to term lender requests (.5); draft responses and objections to term lenders' requests for production (2.5).

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01/30/25	Mike Kraft	0.10	Conference with H. Caldwell re document review and productions.
01/30/25	Mike Kraft	1.70	Review, analyze document collection from search report.
01/30/25	Mike Kraft	3.10	Review, analyze memoranda re witness interviews.
01/30/25	Mike Kraft	2.90	Review, analyze documents re responsiveness and privilege.
01/30/25	Mike Kraft	0.40	Review, revise responses and objections to term loan lenders' requests for production.
01/30/25	Mike Kraft	0.50	Review, analyze responsive documents re discovery.
01/30/25	Ken Lee	0.50	Review, analyze document processing status report.
01/30/25	Ken Lee	0.40	Prepare and coordinate production with A&M.
01/30/25	Ken Lee	0.50	Conference with A&M re discovery status.
01/30/25	Ken Lee	1.30	Review, analyze discovery protocol considerations.
01/30/25	Ken Lee	1.10	Review, analyze document processing exception documents.
01/30/25	Ken Lee	0.30	Review, analyze saved search of board documents.
01/30/25	Ken Lee	1.70	Review, analyze document collection re discovery considerations.
01/30/25	Ken Lee	0.50	Conference with J. Lustig, K&E team re discovery document collection considerations.
01/30/25	Ken Lee	2.10	Coordinate document collections and processing.
01/30/25	Ken Lee	0.80	Review, analyze document production specifications.
01/30/25	Ken Lee	0.50	Review, analyze document collection and production workflows.
01/30/25	Joshua J. Lustig	5.50	Conference with K. Lee, K&E team re document collection and production (.7); conference with B. Kellogg, K&E team re discovery issues (.5); conference with H. Caldwell re filing resolutions (.4); review, analyze Company documents (3.9).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/25	Daniel McNamara	0.80	Review, analyze document review protocol and supporting documentation.
01/30/25	Tyler Nappo	0.30	Review, analyze email correspondence from Centerview team and S. Morelli re virtual data room (.1); review, analyze email correspondence from L. Blumenthal, K&E team re HSR filings (.1); review, analyze Indication of Interest (.1).
01/30/25	Armando L. Prather	1.30	Review, analyze document review protocol.
01/30/25	Armando L. Prather	0.50	Correspond with H. Caldwell re document review.
01/30/25	Catherine Rogers	4.90	Review, analyze documents for relevance, privilege.
01/30/25	Anup Sathy, P.C.	0.70	Analyze discovery issues with lenders.
01/30/25	Joe Walter	8.70	Review, analyze and tag documents in discovery database re internal investigation.
01/30/25	Michael C. Whalen	10.60	Review, revise responses to term loan lenders' requests for production (2.1); review, analyze deposition notices and potential responses to same (2.4); correspond with K. Kinsella re case strategy and discovery issues (.5); draft and revise discovery plan for investigation and term loan lenders' discovery (1.7); correspond with A. Burcher-DuPont, K&E team re same (.6); correspond with B. Crosbie re common interest issues (.4); review, analyze same (.4); analyze documents re relevance, confidentiality, and privilege (2.5).
01/30/25	Dan Zagoren	2.90	Conference with H. Caldwell, K&E team re document collection, review and production (1.0); research re possession, custody and control (1.7); correspond with M. Whalen, K&E team re same (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/31/25	Bill Arnault, P.C.	6.30	Conference with various witnesses (.5); conference with J. Michalik, K&E team re cash collateral objection (.8); conference with M. Whalen, K&E team re discovery and litigation workstreams (.5); review, revise objections to 30(b)(6) notice (.5); review, analyze materials re deposition preparation (3.1); review, analyze discovery correspondence and production letter (.3); review, revise works in process summary (.3); review, analyze investigation workstreams (.3).
01/31/25	Ian M. Betts	8.60	Review, analyze documents re internal investigation (3.1); review, analyze document production and deposition strategy (2.7); review, analyze investigation issues (2.8).
01/31/25	Aulden Burcher-DuPont	3.00	Review, analyze production re responsiveness, privilege (2.5); conference with M. Whalen, K&E team re discovery strategy considerations (.5).
01/31/25	Henry Caldwell	12.60	Correspond with K. Lee re document production (1.5); review, analyze client correspondence re same (2.6); correspond with M. Whalen, K&E team re same (.4); review, analyze schedule of same (.6); draft, revise first document production re term loan lenders' requests for production (5.3); draft, revise production cover letter re same (1.1); review, revise draft protective order (.7); serve document productions on counsel for term loan lenders, UCC (.4).
01/31/25	Katherine Chen	0.40	Review, analyze response to term loan lenders' request for production (.2); prepare same for filing (.2).
01/31/25	Katherine Chen	0.50	Conference with B. Arnault, K&E team re discovery considerations.
01/31/25	Katherine Chen	1.00	Review, revise summary re litigation work in process (.8); correspond with M. Whalen, K&E team re same (.2).
01/31/25	Brigit Crosbie	7.20	Conference with H. Caldwell re document review (.2); conference with B. Arnault, K&E team re cash collateral objections (.9); conference with B. Arnault, K&E team re litigation workstreams (.5); review, analyze documents for production (5.6).

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01/31/25	Carlos Estrada	5.80	Conference with M. Whalen, K&E team re discovery considerations (.5); draft, revise summary re inventory (5.3).
01/31/25	Keith Huang	1.80	Prepare client documents for production.
01/31/25	Alex Ingoglia	10.30	Review, analyze Company documents re term loan lenders' requests for production (1.2); conference with H. Caldwell, K&E team re document productions (.2); draft responses and objections to term loan lenders' 30(b)(6) request (1.9); review, analyze documents re term loan lenders' requests for production (5.6); conference with B. Arnault, K&E team re cash collateral objections (.9); conference with B. Arnault, K&E team re litigation and discovery strategy (.5).
01/31/25	Bradley Kellogg	3.90	Review, analyze documents for privilege and confidentiality.
01/31/25	Kathleen Vera Kinsella	8.30	Review, revise objections and responses to term loan lenders' requests for production (.8); review, analyze ABL's draft responses and objections to same (.3); draft responses and objections to 30(b)(6) deposition notice (2.0); conference with B. Arnault, K&E team re review of documents for production to term loan lenders, UCC (.5); draft responses to term loan lenders' requests for production (.8); analyze UCC demand letter (.5); conference with M. Kraft re litigation strategy (.3); review, revise objections and responses to term loan lenders' 30(b)(6) deposition notice (3.1).
01/31/25	Mike Kraft	7.10	Review, analyze documents re responsiveness and privilege for potential production.
01/31/25	Mike Kraft	0.20	Conference with M. Whalen re document production.
01/31/25	Mike Kraft	0.50	Conference with B. Arnault, K&E team re litigation and discovery strategy.
01/31/25	Mike Kraft	0.30	Conference with K. Kinsella re discovery strategy.
01/31/25	Ken Lee	0.50	Review, analyze document review batches in discovery database.
01/31/25	Ken Lee	1.50	Review, analyze discovery database re re quality control.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/31/25	Ken Lee	0.40	Review, analyze privilege quality control checks for potential production set.
01/31/25	Ken Lee	0.90	Draft, review batches re document uploads.
01/31/25	Ken Lee	1.50	Review, analyze discovery database considerations.
01/31/25	Ken Lee	0.30	Prepare search of document collections in discovery database.
01/31/25	Ken Lee	0.50	Prepare document production specifications.
01/31/25	Ken Lee	0.60	Coordinate delivery of final production files.
01/31/25	Ken Lee	0.90	Coordinate document collection and processing workflow.
01/31/25	Ken Lee	1.40	Coordinate document collection and processing.
01/31/25	Ken Lee	0.50	Conference with M. Kraft, K&E team re document production strategy and considerations.
01/31/25	Ken Lee	1.10	Review, analyze document production.
01/31/25	Ken Lee	0.70	Coordinate production quality control checks.
01/31/25	Joshua J. Lustig	2.10	Conference with M. Kraft re investigation chronology (.2); conference with D. Zagoren re active learning review (.2); review, revise custodial document collections summary (.7); conference with M. Whalen, K&E team re investigation and litigation strategy (.5); review, analyze Company documents (.5).
01/31/25	Daniel McNamara	1.90	Review, analyze document review protocol and supporting documentation (.5); conference with B. Arnault, K&E team re case status and strategy (.5); review, analyze Company documents for responsiveness, privilege, and confidentiality (.9).
01/31/25	Jeff Michalik	0.50	Conference with M. Whalen, K&E team, A&M, Centerview re deposition preparation.
01/31/25	Thanh Phan	4.30	Correspond with A&M, A. Burcher-DuPont, K&E team re active learning setup (.5); review, analyze active learning workflow and setup (.9); coordinate with A&M re coding pushes and model update (1.9); review, analyze additional choices for review (.3); correspond with I. Betts, K&E team re review specifics (.7).

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01/31/25	Armando L. Prather	0.20	Review, analyze documents for relevance re investigation.
01/31/25	Armando L. Prather	0.60	Conference with M. Whalen, K&E team re litigation strategy.
01/31/25	Catherine Rogers	1.30	Conference with M. Whalen, K&E team re litigation task list, status (.5); review, analyze documents for relevance, privilege (.8).
01/31/25	Joe Seaman	2.70	Review, analyze documents for relevance and privilege (2.2); conference with B. Arnault, K&E team re quality control and review strategy (.5).
01/31/25	Joe Walter	8.90	Review, analyze, and tag documents in discovery database re investigation (7.7); conference with B. Arnault, K&E team re cash collateral objections (.7); conference with M. Whalen, K&E team re litigation and discovery considerations (.5).
01/31/25	Michael C. Whalen	8.30	Conference with H. Caldwell, A. Ingoglia and B. Crosbie re deposition preparation (.6); conference with B. Arnault, K&E team re discovery status (.6); review, analyze deposition notices (1.8); analyze and revise documents preparatory to production (3.4); draft and revise production cover letter (.7); correspond with H. Caldwell re same (.5); correspond with Centerview re objections and responses to discovery and document productions (.7).
01/31/25	Aparna Yenamandra, P.C.	1.60	Attend deposition preparation (.5); conference with M. Whalen, K&E team re cash collateral litigation matters (.6); analyze issues re same (.5).
01/31/25	Dan Zagoren	0.50	Conference with B. Arnault re discovery and litigation considerations.
01/31/25	Matthew J. Zhu	5.80	Review, analyze investigation background materials.
01/31/25	Matthew J. Zhu	0.50	Conference with M. Whalen, K&E team re upcoming document productions and depositions.
02/01/25	Bill Arnault, P.C.	1.60	Prepare for depositions (1.2); review, analyze strategy and discovery (.4).
02/01/25	Ian M. Betts	0.90	Draft outline of research queries for special committee investigation.

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02/01/25	Aulden Burcher-DuPont	1.80	Review, analyze preservation and review workstreams.
02/01/25	Henry Caldwell	6.40	Analyze documents from Centerview for responsiveness to Ad Hoc Term Loan Group requests for production (2.9); draft search terms for responsiveness review of A&M document collection (1.1); analyze and external communications from A&M for responsiveness to Ad Hoc Term Loan Group requests for production (2.4).
02/01/25	Brigit Crosbie	2.30	Review documents for production.
02/01/25	Alex Ingoglia	2.70	Review, analyze documents marked responsive to Ad Hoc Term Lender Group's requests for proposal.
02/01/25	Bradley Kellogg	3.20	Review and analyze documents for relevance, privilege, and confidentiality.
02/01/25	Kathleen Vera Kinsella	2.10	Revise debtors' and Centerview's responses and objections to 30(b)(6) deposition notice (.6); draft correspondence attaching draft responses and objections to 30(b)(6) notice to A. Kosowsky and Centerview team (.3); draft correspondence attaching draft responses and objections to J. Dwyer and A&M team (.3); analyze summaries of reserve provisions of ABL credit agreement and intercreditor agreement (.9).
02/01/25	Mike Kraft	7.20	Review, analyze documents re responsiveness and privilege for potential production.
02/01/25	Ken Lee	0.80	Prepare quality control searches for production preparation.
02/01/25	Daniel McNamara	5.40	Review, analyze documents for responsiveness, privilege and confidentiality.
02/01/25	Thanh Phan	4.20	Review, analyze, draft batches for review (3.5); correspond with H. Caldwell, K&E team re review summary (.2); correspond with K. Lee, K&E team re open review items (.5).
02/01/25	Armando L. Prather	1.20	Review, analyze documents for relevance.

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02/01/25	Michael C. Whalen	2.20	Analyze review protocol and strategy responsive to discovery requests (.4); correspond with H. Caldwell, K&E team re same (.4); analyze draft responses and objections to deposition notices (1.2); correspond with K. Kinsella re same (.2).
02/02/25	Olivia Acuna	0.60	Correspond with L. Blumenthal, Company re prepetition litigation.
02/02/25	Bill Arnault, P.C.	3.60	Conference with M. Whalen re case status (.3); review, analyze credit documents and summaries of same (1.9); prepare for depositions re bid procedures hearing (1.4).
02/02/25	Ian M. Betts	3.70	Review, analyze potential claims for Special Committee report.
02/02/25	Aulden Burcher-DuPont	1.40	Review, analyze preservation and review workstreams.
02/02/25	Henry Caldwell	9.00	Correspond with J. Walter re NDA analysis of prospective bidders (.6); review, analyze NDA analysis (1.6); correspond with M. Whalen re recommendation for production of same (.3); draft summary email to M. Whalen re forthcoming document productions (.5); correspond with K. Lee and T. Phan re preparation of document production (1.1); analyze A&M, Centerview, and Company production documents in preparation for document production (3.6); review, analyze document production re resolution of privilege documents (1.3).
02/02/25	Brigit Crosbie	2.70	Review, analyze documents for production (1.0); review, analyze documents for deposition preparation (1.7).
02/02/25	Carlos Estrada	2.40	Review, analyze documents for production re responsiveness, privilege .
02/02/25	Keith Huang	2.90	Perform production quality control (2.4); draft summary of same (.5).
02/02/25	Alex Ingoglia	3.80	Review, analyze documents marked responsive to Ad Hoc Term Lender Group's requests for production (2.0); analyze documents re Company deposition preparation (1.8).
02/02/25	Bradley Kellogg	2.30	Review and analyze documents for relevance, privilege, and confidentiality.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/02/25	Mike Kraft	6.40	Review, analyze documents re responsiveness and privilege for potential production.
02/02/25	Ken Lee	4.40	Prepare documents for production.
02/02/25	Ken Lee	0.50	Draft document review batch.
02/02/25	Ken Lee	1.40	Coordinate final quality control check of production.
02/02/25	Ken Lee	1.50	Draft searches for production quality control checks.
02/02/25	Ken Lee	0.60	Draft quality control searches for documents for potential production.
02/02/25	Joshua J. Lustig	3.00	Review, analyze quality control on outbound production documents (2.2); review, analyze ABL credit facility and cash collateral summaries (.3); revise discovery collection summaries re data collection and production progress (.5).
02/02/25	Joshua J. Lustig	0.30	Review, analyze quality control on outbound production documents.
02/02/25	Daniel McNamara	4.00	Review, analyze documents re responsiveness, privilege and confidentiality.
02/02/25	Thanh Phan	2.60	Review, analyze documents re privilege highlighting.
02/02/25	Armando L. Prather	2.40	Review, analyze documents re production relevance.
02/02/25	Joe Walter	5.50	Review, analyze documents re production request from Ad Hoc Term Lender Group (2.0); draft form of cover letter for upcoming UCC production (.4); review, analyze documents re internal investigation (3.1).
02/02/25	Michael C. Whalen	5.60	Conference with B. Arnault, K&E team re deposition preparation (.8); draft production correspondence to committee (.3); conference with H. Caldwell re same (.2); analyze proposed production of documents in response to requests for production (1.3); conference with K. Lee, K&E team re same (.3); analyze committee diligence letter and requests (.6); conference with J. Walter re same (.2); analyze key documents re deposition preparation (1.6); analyze status of investigation (.3).
02/02/25	Dan Zagoren	1.40	Review, analyze document collection, review, and production.

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02/03/25	Bill Arnault, P.C.	3.20	Conference with B. Crosbie, K&E team re workstreams (.4); prepare for same (.7); review, analyze documents re deposition preparation (1.8); review, analyze workstreams re same (.3).
02/03/25	Ian M. Betts	10.10	Review, analyze documents re Special Committee investigation (8.5); draft fact summary and outstanding questions for follow up interviews (1.6).
02/03/25	Aulden Burcher-DuPont	2.40	Review, analyze preservation and review workstreams.
02/03/25	Henry Caldwell	12.90	Review, analyze documents for production (3.5); prepare for conference with A&M re production (1.1); analyze documents re reserves for fact chronology (1.4); conference with J. Walter re preparation of letter response to UCC demands (.6); draft email to M. Whalen re document production schedule (.7); draft production letter to UCC (.4); draft response to UCC production letter (.6); review, analyze responsive documents to same (1.3); draft document production resolution re privileged documents (2.1); correspond with K. Lee, K&E team re document production (.6); analyze Centerview dataroom re production (.6).
02/03/25	Katherine Chen	0.50	Coordinate deposition logistics.
02/03/25	Katherine Chen	0.60	Conference with M. Whalen, K&E team re case status.
02/03/25	Katherine Chen	0.60	Update work in process summary.
02/03/25	Brigit Crosbie	8.30	Conference with B. Arnault, K&E team re litigation open items (.5); attend Special Committee meeting (.4); review, analyze documents for production (3.8); draft deposition preparation documents (3.6).
02/03/25	Carlos Estrada	7.90	Conference with B. Arnault, K&E team re litigation open items (.5); review, analyze documents re production considerations (7.4).
02/03/25	Keith Huang	1.00	Perform production quality control (.8); draft summary re same (.2).
02/03/25	Alex Ingoglia	8.90	Analyze documents re potential deposition preparation materials (8.5); conference with B. Arnault, K&E team re litigation open items (.4).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/25	Bradley Kellogg	5.40	Conference with J. Lustig, K&E team re document review and productions (.5); review, analyze documents for relevance, privilege, and confidentiality (3.0); review, analyze documents re UCC disclosure request (1.9).
02/03/25	Kathleen Vera Kinsella	0.20	Conference with B. Arnault, K&E team re litigation open items.
02/03/25	Mike Kraft	7.70	Review, analyze documents re responsiveness and privilege for potential production.
02/03/25	Mike Kraft	0.30	Conference with B. Arnault, K&E team re litigation open items.
02/03/25	Mike Kraft	0.50	Correspond with K. Lee, K&E team re document chronologies for key fact issues.
02/03/25	Ken Lee	0.30	Conference with B. Arnault, K&E team re litigation open items.
02/03/25	Ken Lee	0.50	Coordinate re discovery tracking report.
02/03/25	Ken Lee	0.40	Review document production.
02/03/25	Ken Lee	0.20	Draft new review batches for document review.
02/03/25	Ken Lee	1.10	Review, analyze data processing and review batching re new data sources.
02/03/25	Ken Lee	4.90	Coordinate preparation of documents for production (3.5); prepare quality control checks re same (.9); review, analyze production deliverable (.5).
02/03/25	Ken Lee	0.40	Review, analyze protective order language.
02/03/25	Joshua J. Lustig	8.80	Draft chronology re investigation (4.0); review, revise same (2.0); conference with B. Arnault, K&E team re litigation and investigation strategy (.5); conference with D. Zagoren re document production and review (.3); review, analyze quality control on outbound documents (2.0).
02/03/25	Daniel McNamara	5.40	Review, analyze documents re responsiveness, privilege and confidentiality.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/25	Thanh Phan	4.10	Conference with B. Arnault, K&E team re litigation and investigation strategy (.5); review, analyze custodial communication searches (.8); coordinate with A&M re collection and processing tracking (.2); review, analyze A&M deduplication re review workflow (1.5); review, analyze daily reviewer statistic updates (1.1).
02/03/25	Armando L. Prather	1.90	Review, analyze documents re investigation relevance.
02/03/25	Catherine Rogers	2.80	Conference with M. Whalen, K&E team re litigation status (.4); review, analyze documents re relevance, privilege (2.4).
02/03/25	Joe Seaman	2.80	Review, analyze documents re relevance, privilege (2.3); conference with B. Arnault, K&E team re quality control review strategy (.5).
02/03/25	Joe Walter	8.70	Review, analyze documents re UCC demand letter requests for production (3.2); draft summary re same (3.0); conference with H. Caldwell re same (.7); conference with M. Whalen re same (.5); revise draft production cover letter to UCC (.9); conference with B. Arnault, K&E team re internal investigation (.4).
02/03/25	Dan Zagoren	2.70	Conference with B. Arnault, K&E team re internal investigation (.4); review, analyze open litigation considerations (.6); conference with A. Burcher-DuPont re document collection, review, and production (.3); review, analyze document collection, review, and production (1.4).
02/04/25	Bill Arnault, P.C.	3.80	Review, analyze UCC document requests, deposition notice, and response re discovery demand (1.4); prepare for deposition preparation of 30(b)(6) witnesses (2.4).
02/04/25	Ian M. Betts	3.20	Research re claim evaluation and recommendation to Special Committee.
02/04/25	Aulden Burcher-DuPont	0.50	Review, analyze preservation and review workflows.

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02/04/25	Henry Caldwell	10.10	Analyze privilege re review of board materials (1.1); conference with J. Walter and M. Whalen re preparation of UCC demand letter response (.4); revise draft UCC demand letter response (.8); correspond with Company re UCC demand letter response (.4); conference with M. Kraft re preparation of fact chronologies (.4); conference with D. Zagoren re status of custodial and non-custodial collections and document productions (.4); review, analyze document responses to UCC demand letter (1.7); review, analyze documents for responsiveness to Term Loan Group requests for production (2.7); review, analyze fourth production of documents to Term Loan Group (2.2).
02/04/25	Katherine Chen	1.60	Prepare draft deposition binder.
02/04/25	Katherine Chen	0.50	Coordinate deposition logistics.
02/04/25	Brigit Crosbie	9.20	Review, analyze documents for production (3.0); review, analyze key documents re 30(b)(6) depositions (3.2); review key documents re litigation prep (3.0).
02/04/25	Carlos Estrada	8.60	Conference with M. Kraft, K&E team re factual development (.4); review, analyze documents re issue chronology (4.2); review documents re timing (4.0).
02/04/25	Keith Huang	1.00	Perform production quality control (.8); draft summary re same (.2).
02/04/25	Alex Ingoglia	12.10	Review, analyze documents re potential inclusion deposition preparation (4.3); draft deposition preparation outline for 30(b)(6) deposition (4.0); review, revise same (3.8).
02/04/25	Bradley Kellogg	3.40	Review and analyze documents for relevance, privilege, and confidentiality.
02/04/25	Kathleen Vera Kinsella	4.90	Analyze summaries of prepetition debt documents (.5); analyze custodial interview summaries (1.0); analyze FILO reserve correspondence (1.2); analyze bankruptcy filings (.5); conference with I. Betts re research memoranda in support of report to UCC (.6); revise draft research memoranda in support of report to UCC (1.1).

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02/04/25	Mike Kraft	10.60	Review, analyze documents flagged for privilege issues re potential redaction and production (4.0); review documents for production (3.9); review same re privilege issues (2.7).
02/04/25	Mike Kraft	2.80	Review, analyze documents for responsiveness and privilege for potential production.
02/04/25	Mike Kraft	0.40	Conference with C. Estrada, K&E team re factual development.
02/04/25	Ken Lee	0.20	Correspond with A&M re production quality control status.
02/04/25	Ken Lee	5.50	Coordinate preparation of documents for production (3.3); review, analyze final production set (1.5); perform quality control review of production (.7).
02/04/25	Joshua J. Lustig	7.60	Conference with M. Kraft, K&E team re investigation status (.5); draft chronology re investigation (3.5); review, revise same (3.0); review, revise discovery tracker re current data collection and production status (.6).
02/04/25	Daniel McNamara	5.00	Review, analyze documents re responsiveness, privilege, and confidentiality.
02/04/25	Jeff Michalik	0.40	Review, analyze diligence, discovery requests.
02/04/25	Thanh Phan	6.80	Conference with J. Walter, K&E team re demand letter workflow (.5); prepare re same (.3); conference with D. Zagoren, K&E team re collection tracker and project overview (.8); prepare re same (.2); review, analyze A&M document index (.5); review, analyze, and draft batches of additional privilege scope (1.7); correspond with H. Caldwell, K&E team re review (.3); draft multiple layouts and fields for review work-stream (.9); correspond with A&M re processing of documents (.3); review, analyze document collection (1.3).
02/04/25	Armando L. Prather	1.10	Review, analyze documents re investigation relevance.
02/04/25	Joe Seaman	3.40	Review, analyze documents re relevance and privilege.

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02/04/25	Joe Walter	9.20	Review, analyze documents re UCC demand letter requests (4.0); review documents re privilege considerations (3.7); review, revise draft UCC response letter (1.0); conference with T. Phan, K&E team re demand letter (.5).
02/04/25	Michael C. Whalen	7.90	Analyze documents re deposition preparation (4.2); draft deposition preparation documents (2.2); draft UCC response letter (.8); correspond with J. Walter re same (.2); conference with A&M, Company advisors re strategy (.5).
02/04/25	Dan Zagoren	4.80	Conference with A. Burcher-DuPont re document collections, review, and production (.2); conference with M. Kraft, K&E team re factual development (.4); review, analyze document collection, review, and production (2.6); conference with H. Caldwell re document collections, review, and production (.4); conference with T. Phan and K. Lee re document collection, review, and production (.9); conference with A. Burcher-DuPont re document collection, review, and production (.3).
02/05/25	Bill Arnault, P.C.	10.40	Prepare for deposition preparation sessions (3.8); participate in deposition preparation sessions (3.6); participation in deposition preparation (3.0).
02/05/25	Ian M. Betts	5.40	Review, analyze 30(b)(6) deposition notices from UCC (.8); draft responses and objections to the same (1.8); review, analyze deposition requests from UCC and Ad Hoc Term Lenders (.7); review, analyze strategy and witness designation for requested topics (2.1).
02/05/25	Aulden Burcher-DuPont	1.00	Review, analyze preservation and review workstreams (.5); conference with K. Lee, K&E team re discovery strategy (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/05/25	Henry Caldwell	10.30	Draft deposition preparation documents (2.0); analyze requests for production from UCC (.6); review, analyze collection of non-custodial shared drive documents from Company (.8); attend introductory preparation session with 30(b)(6) witness (2.1); review, revise draft response to UCC demand letter (1.4); draft deposition preparation outline for 30(b)(6) witness preparation session (1.5); correspond with M. Whalen re document production (.3); review, analyze key documents re 30(b)(6) witness deposition preparation (1.6).
02/05/25	Katherine Chen	1.60	Draft index re 30(b)(6) witness deposition binder.
02/05/25	Katherine Chen	0.50	Organize key deposition documents re preparation session.
02/05/25	Katherine Chen	0.70	Coordinate deposition preparation binders logistics.
02/05/25	Katherine Chen	0.80	Review, analyze ABL Agent 30(b)(6) and FILO Agent 30(b)(6) binders.
02/05/25	Katherine Chen	1.20	Review, analyze 30(b)(6) deposition notices and response documents.
02/05/25	Katherine Chen	0.60	Compile governance decks and stalking horse documents re deposition preparation session.
02/05/25	Katherine Chen	1.30	Prepare deposition preparation binders.
02/05/25	Katherine Chen	2.20	Compile binder re 30(b)(6) deposition preparation.
02/05/25	Katherine Chen	0.80	Review, analyze requests for production.
02/05/25	Peter Cheung	1.80	Review and analyze fact development materials for responsiveness, confidentiality, and privilege.
02/05/25	Brigit Crosbie	5.00	Review, analyze documents for production (4.0); draft Special Committee meeting minutes (1.0).
02/05/25	Carlos Estrada	7.90	Draft inventory issue chronology (3.4); draft cash collateral chronology (4.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/05/25	Alex Ingoglia	10.50	Review, analyze documents in deposition exhibit binder re deposition preparation session (1.8); participate in 30(b)(6) witness deposition preparation session (4.0); take notes re same (3.5); review, analyze documents produced in third and fourth production sets for potential inclusion in 30(b)(6) deposition preparation (1.2).
02/05/25	Bradley Kellogg	3.70	Review, analyze documents for relevance, privilege, and confidentiality.
02/05/25	Mike Kraft	0.60	Analyze responses to reviewer questions re document privilege and responsiveness.
02/05/25	Mike Kraft	4.20	Analyze key documents, chronologies, and witness interviews re investigation of vendor/inventory and reserves issues (3.0); draft summary outlines re second round interviews re presentation to special committee (1.2).
02/05/25	Ken Lee	1.10	Correspond with A&M re discovery issues.
02/05/25	Ken Lee	0.30	Correspond with A&M re document processing status.
02/05/25	Ken Lee	0.50	Draft saved searches of document chronology reports.
02/05/25	Ken Lee	0.70	Correspond with A&M re open items.
02/05/25	Ken Lee	2.70	Prepare project status report (1.9); conference with T. Phan and D. Zagoren, re same (.5); prepare re same (.3).
02/05/25	Ken Lee	0.80	Conference with J. Lustig, K&E team re project status report.
02/05/25	Ken Lee	1.40	Review, analyze document production considerations (1.1); correspond with A&M re same (.3).
02/05/25	Joshua J. Lustig	7.00	Draft chronology re investigation (3.0); revise same (3.0); conference with K. Lee, K&E team re document collection and production progress (.8); correspond with I. Betts re investigation status (.2).
02/05/25	Daniel McNamara	4.00	Review, analyze documents re responsiveness, privilege, and confidentiality.

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02/05/25	Thanh Phan	5.60	Conference with K. Lee, K&E team re review and discovery update (.5); correspond with D. Zagoren, K&E team re document review (.3); correspond with D. Zagoren, K&E team re review update (.7); review, analyze metadata of collection (.8); review, analyze chronology requests (1.0); review, analyze, and summarize collection and review summary (1.4); review, analyze discovery next steps (.9).
02/05/25	Armando L. Prather	4.40	Draft responses and objections to UCC's request for production (3.5); review, revise same (.9).
02/05/25	Armando L. Prather	0.60	Review, analyze documents for relevance re investigation.
02/05/25	Catherine Rogers	5.90	Review, analyze documents re relevance, privilege, and significance (3.0); review, revise same (2.9).
02/05/25	Joe Seaman	5.80	Review, analyze documents re relevance and privilege (4.0); review, revise same (1.8).
02/05/25	Joe Walter	11.20	Review, analyze UCC requests for production (5.0); correspond with K. Kinsella re same (.5); review, analyze documents re internal investigation (3.5); review, analyze documents re deposition preparation (.7); revise response letter to UCC (1.5).
02/05/25	Dan Zagoren	2.30	Review, analyze document collection, review, and production (.8); conference with K. Lee and T. Phan re document review (.7); conference with A. Burcher-DuPont, K&E team re document collection, review, and production (.8).
02/06/25	Bill Arnault, P.C.	2.70	Participate in deposition preparation of 30(b)(6) witness (1.5); prepare re same (1.2).
02/06/25	Bill Arnault, P.C.	7.70	Participate in deposition preparation of 30(b)(6) witness (2.0); prepare re same (2.1); conference with Company advisors re open litigation items, related issues (1.0); review, revise responses and objections to 30(b)(6) notice (.8); review, analyze objections from Ad Hoc Term Loan Group and UCC (1.8).

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02/06/25	Ian M. Betts	4.90	Draft responses and objections to 30(b)(6) notices (2.4); review, analyze chronology timeline of events re vendor supply issues (2.5).
02/06/25	Aulden Burcher-DuPont	1.00	Conference with M. Whalen, K&E team re production workstreams (.5); review, analyze preservation and review workstreams (.5).
02/06/25	Henry Caldwell	7.40	Attend deposition preparation session with 30(b)(6) witness (2.0); prepare re same (.5); analyze documents re privilege for further review for production (1.6); correspond with K. Lee, K&E team re updated search terms (.4); review, analyze document production (1.5); analyze vendor chronology re investigation (.6); analyze requests for production chart re scope of document productions (.8).
02/06/25	Donna Casas-Silva	0.40	Correspond with B. Kellogg, K&E team re document review.
02/06/25	Katherine Chen	1.00	Coordinate deposition preparation session logistics.
02/06/25	Katherine Chen	1.10	Compile documents re deposition preparation session.
02/06/25	Katherine Chen	0.50	Conference with A. Burcher-Dupont re discovery.
02/06/25	Peter Cheung	3.30	Review, analyze fact development materials for confidentiality and privilege.
02/06/25	Brigit Crosbie	7.40	Review, analyze documents re production considerations (2.2); review, analyze documents re investigation (3.2); review documents re privilege considerations (2.0).
02/06/25	Carlos Estrada	4.60	Review, analyze documents re cash collateral chronology (3.3); draft same (1.3).
02/06/25	Alex Ingoglia	5.10	Analyze documents re deposition preparation session (2.1); participate in deposition preparation session (2.0); conference with A. Yenamandra, K&E team re case strategy (1.0).

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02/06/25	Bradley Kellogg	3.70	Conference with D. Casas-Silva, K&E team re collections, review and upcoming productions (.4); conference with M. Zhu re review protocol and workstreams (.1); review, analyze documents for privilege and confidentiality (3.2).
02/06/25	Mike Kraft	2.50	Analyze key documents, chronologies, and witness interviews re investigation (1.8); draft summary outlines re second round interviews and presentation to special committee (.7).
02/06/25	Mike Kraft	1.30	Analyze responsiveness and privilege issues re potential production documents.
02/06/25	Mike Kraft	4.40	Review, analyze documents re potential production, privilege considerations (3.3); review re privilege considerations (1.1).
02/06/25	Ken Lee	0.50	Correspond with A&M re discovery.
02/06/25	Ken Lee	4.40	Coordinate preparation of documents for production (3.0); review documents re same (1.4).
02/06/25	Ken Lee	0.50	Conference with J. Lustig, K&E team re document collection and production.
02/06/25	Ken Lee	2.30	Draft review batches for privilege quality control review.
02/06/25	Ken Lee	0.80	Conference with A&M team re document production.
02/06/25	Ken Lee	0.70	Revise daily project status report.
02/06/25	Joshua J. Lustig	6.40	Draft chronology re investigation (1.2); correspond with M. Kraft re same (.2); review, analyze quality control or production documents (4.5); conference with K. Lee, K&E team re document collection and production (.5).
02/06/25	Daniel McNamara	4.40	Review, analyze documents re responsiveness.
02/06/25	Jeff Michalik	0.60	Analyze strategy re depositions, discovery.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/06/25	Thanh Phan	4.00	Conference with K. Lee, K&E team, A&M re review discussion and updates to workflow (.5); prepare re same (.3); conference call with J. Lustig, K&E team re various workstreams updates (.5); review, analyze, chronology export requests (1.0); review, analyze workspace folder information (.7); review, analyze search request (.6); review, analyze A&M correspondence re production (.4).
02/06/25	Armando L. Prather	0.70	Review, analyze documents for relevance re investigation.
02/06/25	Armando L. Prather	3.60	Draft responses and objections to UCC's A&M request for production.
02/06/25	Armando L. Prather	2.00	Draft responses and objections to UCC's Centerview request for production.
02/06/25	Catherine Rogers	5.40	Review, analyze documents re relevance, privilege, and significance.
02/06/25	Joe Seaman	10.30	Review, analyze documents re responsiveness, privilege, and confidentiality.
02/06/25	Joe Walter	8.00	Revise UCC requests for production status summaries (3.6); review, analyze documents re internal investigation (4.4).
02/06/25	Michael C. Whalen	10.00	Review, analyze responses and objections to discovery and deposition requests (1.6); conference with B. Arnault, K&E team re same (.4); review, analyze productions responsive to discovery requests (1.2); conference with H. Caldwell, K&E team re same (.4); draft deposition preparation materials (2.4); participate in deposition preparation sessions (4.0).
02/06/25	Dan Zagoren	1.40	Review, analyze proposed protective order provisions (.4); conference with A. Burcher-DuPont, K&E team re document collections, review, and production (.4); review, analyze document collection, review, and production (.6).
02/06/25	Matthew J. Zhu	1.30	Review, analyze document review protocol re investigation.
02/06/25	Matthew J. Zhu	0.10	Telephone conference with B. Kellogg re document review procedures.
02/06/25	Matthew J. Zhu	3.40	Review, analyze documents for relevance, privilege, and confidentiality.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/07/25	Bill Arnault, P.C.	8.10	Participate in Centerview deposition (3.0); prepare re same (1.1); conference with A. Yenamandra re deposition and litigation (.4); conference with Centerview re deposition (.2); participate in FILO Agent deposition (1.6); participate in Company preparation session (1.0); review, revise 30(b)(6) responses (.8).
02/07/25	Ian M. Betts	1.30	Review, analyze documents re Special Committee investigation (.6); draft 30(b)(6) deposition responses and objections (.7).
02/07/25	Aulden Burcher-DuPont	0.40	Review, analyze document preservation.
02/07/25	Henry Caldwell	8.60	Correspond with M. Whalen re document productions (.3); correspond with B. Arnault re A&M 30(b)(6) deposition (.3); serve Company productions on Katten (.4); analyze documents marked for further privilege review (1.6); review, analyze documents re responsiveness and privilege (1.6); attend 30(b)(6) Centerview deposition (3.0); draft summary of Centerview 30(b)(6) deposition (1.4).
02/07/25	Peter Cheung	5.30	Review, analyze fact development materials for confidentiality and privilege (2.9); review and analyze documents re responsiveness (2.4).
02/07/25	Brigit Crosbie	7.80	Attend deposition of FILO Agent (5.0); draft summary re same (1.8); conference with B. Arnault re Company deposition preparation (1.0).
02/07/25	Carlos Estrada	4.30	Review, analyze documents re production considerations.
02/07/25	Alex Ingoglia	6.30	Analyze objection briefs from Term Loan Lender Group, UCC, and certain vendors re Company deposition preparation (1.0); draft mock cross examination and gather exhibits for Company deposition preparation (3.6); participate in Company deposition preparation (1.2); review, analyze documents re UCC and Term Loan Lender Group requests for production (.5).
02/07/25	Bradley Kellogg	5.00	Review, analyze documents for privilege and confidentiality (2.5); review and analyze documents re relevance (2.5).

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02/07/25	Mike Kraft	1.70	Analyze key documents, chronologies, and witness interviews re investigations (.8); draft summary outlines re second round interviews (.9).
02/07/25	Mike Kraft	0.60	Review, analyze Centerview bid comparison deck for production.
02/07/25	Mike Kraft	2.90	Review, analyze documents re further privilege issue review.
02/07/25	Ken Lee	1.90	Coordinate preparation of documents for production.
02/07/25	Ken Lee	0.80	Review, analyze third party production.
02/07/25	Daniel McNamara	3.30	Review, analyze documents re responsiveness, privilege and confidentiality.
02/07/25	Thanh Phan	5.40	Review, analyze creditor production (1.0); review, analyze chronology exports (.8); review, revise privileged search term report (.2); review, analyze document production (3.0); correspond with A&M re production update (.4).
02/07/25	Armando L. Prather	1.00	Revise Centerview and A&M responses and objections to UCC's request for production.
02/07/25	Armando L. Prather	1.40	Review, analyze documents for relevance re investigation.
02/07/25	Catherine Rogers	4.80	Review, analyze documents re relevance, privilege, and significance.
02/07/25	Joe Seaman	6.30	Review, analyze documents re responsiveness and privilege.
02/07/25	Joe Walter	5.20	Review, analyze documents re internal investigation.
02/07/25	Matthew J. Zhu	7.80	Review and analyze documents for privilege and confidentiality (3.9); review and analyze documents re relevance (3.9).
02/07/25	Matthew J. Zhu	1.40	Review, analyze transcript of Centerview deposition re potential errata issues.
02/08/25	Bill Arnault, P.C.	4.90	Participate in Company deposition.
02/08/25	Henry Caldwell	3.30	Review, analyze documents for responsiveness and privilege (1.9); correspond with B. Arnault re Centerview deposition (.4); draft summary of Centerview deposition (1.0).
02/08/25	Brigit Crosbie	4.90	Review, analyze documents re privilege, relevance considerations.

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02/08/25	Alex Ingolia	4.80	Participate in Company 30(b)(6) deposition (4.5); conference with M. Whalen, Company re deposition debrief (.3).
02/08/25	Bradley Kellogg	2.30	Review, analyze documents for relevance, privilege, and confidentiality.
02/08/25	Joshua J. Lustig	2.00	Review, analyze deposition transcripts and discovery requests re investigation (.5); revise document collection summary re current collection progress (.3); review, analyze first day motions and corresponding objections re investigation (1.2).
02/08/25	Daniel McNamara	2.40	Review, analyze documents re responsiveness, privilege and confidentiality.
02/08/25	Thanh Phan	0.80	Review, analyze production for quality control.
02/08/25	Armando L. Prather	3.30	Review, analyze documents for relevance re potential claims in bankruptcy.
02/08/25	Joe Seaman	5.30	Review, analyze documents re responsiveness and privilege.
02/08/25	Joe Walter	1.30	Analyze confidentiality agreements re disclosure of parties involved in sale process.
02/08/25	Matthew J. Zhu	6.60	Review, analyze documents for privilege and confidentiality (3.0); review and analyze documents re relevance (3.6).
02/09/25	Bill Arnault, P.C.	4.20	Conference with UCC re discovery issues (.3); prepare for same (.8); review, analyze key documents from production re privilege and confidentiality (1.8); prepare for upcoming hearing (1.3).
02/09/25	Ian M. Betts	1.40	Review, revise memorandum on potential claims for Special Committee.

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02/09/25	Henry Caldwell	6.90	Review, analyze documents re responsiveness and privilege (2.6); prepare and coordinate document production (1.2); review, analyze quality-control review of documents re privilege and responsiveness (1.1); correspond with K. Lee and A&M team throughout the day re document production and workspace optimization re same (.8); correspond with B. Arnault re client insurance documents (.2); conference with UCC re discovery issues (.3); prepare for same (.3); correspond with B. Arnault re document collection, review, and production strategy (.4).
02/09/25	Brigit Crosbie	1.40	Review, analyze documents re production considerations.
02/09/25	Carlos Estrada	0.20	Review, analyze documents re production.
02/09/25	Keith Huang	2.00	Perform production quality control (1.8); draft summary of same (.2).
02/09/25	Alex Ingoglia	3.60	Analyze, review documents re responsiveness to UCC and Term Loan Lenders requests for production (2.4); draft summary of Company deposition (1.2).
02/09/25	Mike Kraft	8.30	Review, analyze documents re responsiveness (3.3); review documents re privilege (3.5); review documents re production materials (1.5).
02/09/25	Ken Lee	4.60	Prepare documents for production (3.5); coordinate production quality control and delivery (1.1).
02/09/25	Ken Lee	3.50	Prepare production quality control searches.
02/09/25	Ken Lee	0.80	Correspond with A&M re production timing.
02/09/25	Ken Lee	0.50	Correspond with T. Phan re production search request.
02/09/25	Ken Lee	0.70	Prepare and transfer documents to third party.
02/09/25	Joshua J. Lustig	0.40	Research re vendor decks.
02/09/25	Daniel McNamara	4.30	Review, analyze documents re responsiveness, privilege, and confidentiality.
02/09/25	Jeff Michalik	0.30	Conference with Kelley Drye, B. Arnault, M. Whalen re A&M deposition.
02/09/25	Thanh Phan	1.50	Review, analyze privileged scope re preparation for production.

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02/09/25	Armando L. Prather	2.00	Review, analyze documents for relevance re potential claims.
02/09/25	Joe Seaman	4.20	Review, analyze documents re responsiveness and privilege.
02/09/25	Matthew J. Zhu	3.10	Review, analyze transcript of Centerview deposition re potential errata issues.
02/09/25	Matthew J. Zhu	2.20	Review, analyze transcript of Centerview deposition re confidentiality.
02/09/25	Matthew J. Zhu	0.80	Review, analyze draft proposed protective order re potential confidentiality issues.
02/10/25	Bill Arnault, P.C.	9.30	Conference with A. Burcher-DuPont, K&E team re case updates (.3); conference with Company advisors (.6); review, revise UCC discovery responses (2.4); review, analyze bidding procedures motion and stalking horse agreement re evidentiary points (1.6); review Centerview declaration (.3); draft direct and cross examination points (1.5); review, analyze summaries of depositions and key documents (.8); review, analyze correspondence re workstreams and litigation (1.6); conference with M. Whalen re same (.2).
02/10/25	Ian M. Betts	9.80	Conference with A. Burcher-DuPont, K&E team re case updates (.5); review, analyze document summaries and chronologies re internal investigation (3.2); draft outstanding action items for research memorandum (2.6); research re equitable subordination (3.5).
02/10/25	Aulden Burcher-DuPont	0.50	Conference with I. Betts, K&E team re production workstreams.
02/10/25	Henry Caldwell	6.60	Review, analyze draft responses and objections to UCC requests for production (1.1); analyze company documents re production considerations (.8); prepare and coordinate production of insurance documents and non-custodial files (1.4); correspond with K. Chen re objections to first day filings (.4); analyze confidentiality designations re Centerview deposition transcript (.7); analyze documents re responsiveness to requests for production (1.2); review, revise bid procedures declaration (1.0).

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02/10/25	Henry Caldwell	4.30	Review, analyze documents re first bankruptcy (.3); analyze exhibits from Centerview deposition re confidentiality (.9); conference with A. Ingoglia re confidentiality designations for Company deposition transcript (.4); conference with M. Whalen, K&E team re upcoming bid procedures hearing and witness preparation re same (.5); prepare re same (.3); correspond with K. Lee and T. Phan re production review (.4); prepare Centerview direct examination binder (1.5).
02/10/25	Donna Casas-Silva	9.40	Review, analyze documents re relevance (3.0); review, analyze documents re privilege (3.1); review, analyze documents re confidentiality (3.3).
02/10/25	Katherine Chen	1.00	Analyze first day motion objections.
02/10/25	Katherine Chen	0.50	Conference with M. Whalen, K&E team re upcoming bid procedures hearing and witness prep re same.
02/10/25	Katherine Chen	0.30	Update work in process summary.
02/10/25	Katherine Chen	1.20	Review deposition summaries.
02/10/25	Peter Cheung	1.50	Review, analyze documents for responsiveness, confidentiality, and privilege (1.0); telephone conference with M. Whalen and K&E team re fact development updates (.5).
02/10/25	Brigit Crosbie	9.90	Conference with B. Arnault re litigation tasks (.5); review, revise exhibits and production (3.6); attend ABL Agent 30(b)(6) deposition (2.8); draft summary of same (1.7); revise declaration of E. Frejka re privacy issues (1.3).
02/10/25	Carlos Estrada	1.30	Conference with M. Whalen, K&E team re upcoming bid procedures hearing and witness prep re same (.5); review, analyze documents re production considerations (.8).
02/10/25	Keith Huang	1.00	Perform production quality control (.8); draft summary re same (.2).

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02/10/25	Alex Ingoglia	4.70	Conference with M. Whalen, K&E team re upcoming bid procedures hearing and witness prep re same (.5); draft errata sheet re Company deposition (2.2); analyze vendor scorecard production re upcoming hearing preparation (.5); analyze Company testimony regarding 503(b)(9) claims (.6); analyze Company deposition exhibits for confidentiality concerns (.9).
02/10/25	Bradley Kellogg	5.40	Conference with A. Burcher-DuPont re review and upcoming productions (.5); review, analyze documents re privilege and confidentiality (2.4); review, analyze documents re relevance (2.5).
02/10/25	Mike Kraft	3.50	Review, analyze documents re potential production.
02/10/25	Mike Kraft	3.10	Analyze key documents re factual narrative on key issues.
02/10/25	Mike Kraft	0.50	Conference with M. Whalen, K&E team re upcoming bid procedures hearing.
02/10/25	Mike Kraft	0.30	Analyze documents re further review for privilege considerations.
02/10/25	Ken Lee	0.20	Draft static search for document review.
02/10/25	Ken Lee	0.50	Correspond with A&M re production.
02/10/25	Ken Lee	0.70	Prepare production quality control searches.
02/10/25	Ken Lee	0.30	Conference with T. Phan, K&E team re production database.
02/10/25	Ken Lee	0.50	Conference with M. Whalen, K&E team re case updates.
02/10/25	Ken Lee	0.30	Review, analyze new document review.
02/10/25	Ken Lee	1.00	Prepare saved search of A&M produced documents (.5); correspond with A&M re same (.3); perform quality control review of same (.2).
02/10/25	Ken Lee	2.60	Coordinate preparation of document production (1.7); perform quality control review re same (.9).
02/10/25	Joshua J. Lustig	12.00	Review, analyze quality control of documents re investigation chronologies (3.7); review documents re production re responsiveness (3.9); review documents re privilege (3.9); conference with M. Whalen, K&E team re litigation and investigation strategy (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/25	Daniel McNamara	3.30	Review, analyze documents re responsiveness, privilege and confidentiality (2.8); conference with M. Whalen, K&E team re matter status and ongoing preparation (.5).
02/10/25	Thanh Phan	3.90	Correspond with H. Caldwell, K&E team re new collection of documents (1.0); review, analyze searches of analysis, and summary of active learning project (2.4); conference with M. Whalen, K&E team re case updates (.5).
02/10/25	Armando L. Prather	1.40	Review, analyze documents re potential claims.
02/10/25	Armando L. Prather	0.50	Conference with M. Whalen, K&E team re case updates.
02/10/25	Armando L. Prather	1.60	Review, revise responses and objections to UCC's requests for production.
02/10/25	Catherine Rogers	7.60	Conference with M. Whalen, K&E team re workstream updates (.5); review, analyze investigation documents re relevance (4.0); review documents re privilege, and significance (3.1).
02/10/25	Joe Seaman	8.30	Review, analyze documents re relevance and privilege (7.8); conference with M. Whalen, K&E team re litigation updates (.5).
02/10/25	Joe Walter	7.90	Review, analyze documents re internal investigation (2.4); conference with M. Whalen, K&E team re litigation workstream updates (.5); review, analyze document production re vendor issues (3.0); review documents re responsiveness (2.0).
02/10/25	Michael C. Whalen	6.10	Attend deposition of ABL Agent (2.8); prepare re same (.3); conference with M. Kraft, K&E team re litigation workstream updates (.5); analyze open items (.2); correspond with K. Chen re same (.1); conference with A. Yenamandra, K&E team re case status and hearing preparation (.6); analyze draft protective order (.4); analyze draft declarations in support of bidding procedures (1.2).
02/10/25	Dan Zagoren	0.30	Review, analyze documents re production considerations.
02/10/25	Matthew J. Zhu	3.90	Review, analyze transcript of Centerview deposition re confidentiality.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/10/25	Matthew J. Zhu	0.50	Conference with M. Whalen, K&E team re ongoing depositions, written discovery, and preparation for upcoming hearings.
02/10/25	Matthew J. Zhu	2.20	Review, analyze transcript of Centerview deposition re potential errata issues.
02/11/25	Ian M. Betts	8.10	Review, analyze witness interview summaries (2.4); draft memorandum re same (4.0); revise same (1.7).
02/11/25	Aulden Burcher-DuPont	0.50	Conference with L. Blumenthal, K&E team re discovery strategy.
02/11/25	Henry Caldwell	7.30	Correspond with L. Blumenthal, K&E team re disclosure statement considerations (.9); conference with B. Arnault, K&E team re bidding procedures hearing strategy (.5); review, analyze objection to utilities motion (1.4); review, analyze responses and objections to requests for production re A&M and Centerview (1.1); review, analyze Centerview deposition transcript (3.4).
02/11/25	Henry Caldwell	4.20	Conference with A. Burcher-DuPont, K&E team re document collections and productions (.6); conference with J. Lustig re document review strategy (.4); conference with M. Kraft re document review considerations (.4); review, analyze objections to bidding procedures (1.3); draft cross examination outline for Centerview witness (1.2); correspond with K. Lee re document review strategy (.3).
02/11/25	Donna Casas-Silva	9.70	Review, analyze documents re relevance (3.7); review, analyze documents re privilege (3.0); review, analyze documents re confidentiality (3.0).
02/11/25	Katherine Chen	0.50	Correspond with L. Blumenthal, K&E team re hearing preparation.
02/11/25	Katherine Chen	0.50	Review, analyze errata re Centerview witness (.4); correspond with Company re same (.1).
02/11/25	Peter Cheung	4.90	Review, analyze documents re relevance (1.1); review, analyze documents re privilege (1.9); review, analyze documents re confidentiality (1.9).

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02/11/25	Brigit Crosbie	9.90	Conference with B. Arnault, K&E team re bidding procedures hearing (.5); attend special committee meeting (.4); conference with M. Whalen re Company witness preparation (.2); draft bidding procedures witness direct examination (3.0); draft witness and exhibit lists (1.0); review, analyze store closings motion (1.0); review A&M witness declaration (1.0); review, analyze documents for production (2.8).
02/11/25	Carlos Estrada	8.60	Review, analyze document collections (4.0); review documents re production (.7); review, revise cash collateral chronology (1.4); correspond with M. Kraft re same (.2); review, revise inventory chronology (2.3).
02/11/25	Martha K. Harrison	0.10	Correspond with A. Burcher-DuPont, K&E team re document review considerations.
02/11/25	Alex Ingoglia	2.30	Conference with B. Arnault, K&E team re bidding procedures hearing (.5); draft errata re A&M witness transcript (1.8).
02/11/25	Bradley Kellogg	2.50	Review, analyze documents for relevance, privilege, and confidentiality (2.0); conference with J. Seaman, K&E team re review and upcoming productions (.5).
02/11/25	Mike Kraft	0.30	Review, analyze document review strategy.
02/11/25	Mike Kraft	3.20	Review, analyze document collections re witness interviews.
02/11/25	Mike Kraft	4.50	Review, analyze document collections re vendor (2.0); review documents re inventory issues (2.5).
02/11/25	Ken Lee	0.50	Conference with L. Blumenthal, K&E team re discovery strategy.
02/11/25	Ken Lee	0.40	Review, analyze document collection searches re production review.
02/11/25	Ken Lee	0.50	Review, analyze document review status summary.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/25	Joshua J. Lustig	7.20	Conference with H. Caldwell re investigation document review strategy (.5); conference with M. Whalen re litigation strategy (.3); conference with I. Betts re investigation documents (.4); conference with L. Blumenthal, K&E team re document collection and production strategy (.5); review, analyze document collections (3.0); review documents re relevancy (2.5).
02/11/25	Daniel McNamara	1.80	Review, analyze Company document collection.
02/11/25	Thanh Phan	1.70	Conference with H. Caldwell, K&E team re investigation document review strategy (.5); review, analyze documents re production (1.2).
02/11/25	Armando L. Prather	4.40	Review, revise A&M and Centerview responses re discovery requests (3.0); review objections to UCC request for production (1.4).
02/11/25	Armando L. Prather	3.30	Review, analyze document collections re investigation considerations.
02/11/25	Catherine Rogers	7.90	Review, analyze investigation document collection.
02/11/25	Anup Sathy, P.C.	0.50	Analyze hearing strategies and evidentiary matters.
02/11/25	Joe Seaman	6.40	Review, analyze document collection (6.0); correspond with B. Crosbie, K&E team re same (.4).
02/11/25	Joe Walter	7.20	Conference with B. Arnault, K&E team re bidding procedures hearing (.5); review, analyze document collection re vendor issues (4.0); review, analyze documents re production (2.7).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/11/25	Michael C. Whalen	7.60	Conference with special committee re investigation (.6); conference with A&M, Centerview teams re bidding procedures hearing (.5); conference with A. Yenamandra, K&E team re same (.5); conference with witnesses re preparation for bidding procedures hearing (.4); review, analyze witness and exhibit list (.4); conference with B. Crosbie re same (.4); review, analyze draft declaration re privacy issues (.8); review, analyze draft protective order (.6); conference with H. Caldwell re same (.2); review, analyze document collection re A&M witness hearing preparation (.9); conference with A. Ingoglia re same (.4); review, revise draft store closing motion (1.6); conference with M. Whalen, K&E team re same (.3).
02/11/25	Dan Zagoren	0.50	Conference with H. Caldwell, K&E team re document review strategy.
02/11/25	Matthew J. Zhu	9.40	Review, analyze documents re relevance (2.9); review, analyze documents re privilege (3.6); review, analyze documents re confidentiality (2.9).
02/12/25	Bill Arnault, P.C.	7.30	Review, analyze witness exhibits re cross examination (2.2); review, revise direct examination outline (2.1); review, analyze deposition transcript (1.1); review, analyze discovery correspondence (.4); review, revise Company witness declaration (1.2); attend Company witness preparation session (.3).
02/12/25	Ian M. Betts	10.90	Review special committee memorandum (4.0); review recommendations re investigation (3.2); revise same (3.7).
02/12/25	Aulden Burcher-DuPont	0.30	Meet with D. Zagoren, K&E team re matter onboarding and preservation workstreams.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/12/25	Henry Caldwell	9.80	Draft cross examination outline re Centerview witness (4.6); review, analyze cross examination modules (1.4); conference with L. Blumenthal, K&E team re UCC document request for production (.6); review, analyze document collection re same (1.1); review, analyze draft protective order (1.1); correspond with B. Arnault re vendor document production (.4); review, analyze cross examination issues re Centerview and A&M witnesses (.6).
02/12/25	Donna Casas-Silva	11.20	Review, analyze documents re relevance (3.9); review, analyze documents re privilege (3.9); review, analyze documents re confidentiality (3.4).
02/12/25	Katherine Chen	0.50	Review, analyze deposition exhibits.
02/12/25	Peter Cheung	2.40	Review, analyze documents for responsiveness, confidentiality, and privilege.
02/12/25	Brigit Crosbie	8.10	Conference with L. Blumenthal, K&E team re bidding procedures hearing (.6); review, analyze bidding procedures witness materials (1.9); attend bidding procedures witness preparation session (.7); draft A&M witness direct examination (3.6); review, analyze documents for production (1.3).
02/12/25	Carlos Estrada	5.90	Review, revise inventory issue chronology (5.7); correspond with M. Kraft re same (.2).
02/12/25	Martha K. Harrison	0.20	Conference with A. Burcher-DuPont, K&E team re discovery strategy.
02/12/25	Bradley Kellogg	4.60	Review, analyze documents for privilege and confidentiality (3.1); review, analyze documents for relevance (1.5).
02/12/25	Kathleen Vera Kinsella	4.80	Review, analyze chronology re inventory and supply issues (1.7); review, analyze chronology re investigation (1.3); review, analyze chronology re reserves (1.6); review, analyze chronology re cash collateral (.2).
02/12/25	Mike Kraft	0.30	Conference with K. Lee, K&E team document review strategy.
02/12/25	Mike Kraft	3.10	Review, analyze documents re vendor and inventory issues.
02/12/25	Ken Lee	0.60	Review, analyze data processing re document collection.

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02/12/25	Ken Lee	0.90	Review, analyze discovery collection.
02/12/25	Ken Lee	0.40	Conference with T. Phan re active learning model.
02/12/25	Ken Lee	0.40	Conference with M. Kraft, K&E team re document review strategy.
02/12/25	Joshua J. Lustig	7.00	Review, revise investigation chronology (6.5); conference with I. Betts re investigation strategy (.3); conference with M. Kraft re same (.2).
02/12/25	Daniel McNamara	6.30	Review, analyze Company document collection.
02/12/25	Thanh Phan	0.40	Correspond with A&M re document production.
02/12/25	Armando L. Prather	3.40	Review, analyze documents re UCC request for documents.
02/12/25	Armando L. Prather	3.30	Review, analyze investigation document collection.
02/12/25	Catherine Rogers	7.70	Review, analyze document collection.
02/12/25	Joe Seaman	8.30	Review, analyze document collection (7.9); correspond with B. Crosbie, K&E team re same (.4).
02/12/25	Joe Walter	4.30	Review, analyze document collection re vendor issues (3.0); review, analyze document collection re investigation (1.3).
02/12/25	Michael C. Whalen	7.90	Review, analyze document collection re A&M witness hearing preparation (1.6); conference with A&M re hearing preparation (.3); review, analyze UCC requests for production (.4); conference with L. Blumenthal, K&E team re same (.4); review, revise A&M declaration in support of store closing procedures (.8); draft A&M witnesses' direct examination (2.7); conference with L. Blumenthal re insurance policy issues (.4); review, analyze insurance policies (.7); conference with L. Blumenthal, K&E team re hearing preparation (.6).
02/12/25	Dan Zagoren	1.80	Conference with A. Burcher-DuPont, K&E team re document collection (.3); review, analyze protective order (.7); review, analyze document collection and production (.8).

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02/12/25	Matthew J. Zhu	9.60	Review, analyze documents re relevance (3.2); review, analyze documents re privilege (3.2); review, analyze documents re confidentiality (3.2).
02/13/25	Bill Arnault, P.C.	10.20	Attend witness preparation session re Centerview declarant (1.0); review, analyze direct outline re same (3.9); review, analyze bidding procedure briefs (1.8); review, revise A&M witnesses' direct examinations (1.3); review, analyze bidding procedures hearing materials (2.2).
02/13/25	Ian M. Betts	9.30	Review, analyze investigation document collection (4.0); review memorandum re vendor litigation issues (4.0); revise same (1.3).
02/13/25	Henry Caldwell	9.50	Review, revise protective order (.6); review, analyze document collection re vendor litigation issues (4.0); review documents re production (.8); conference with B. Arnault, K&E team re bidding procedures hearing strategy (.8); attend Centerview declarant preparation session re bidding procedures hearing (2.1); review, analyze insurance policy document reports (.9); correspond with M. Whalen re same (.3).
02/13/25	Donna Casas-Silva	9.20	Review, analyze documents re relevance (3.2); review, analyze documents re privilege (3.0); review, analyze documents re confidentiality (3.0).
02/13/25	Katherine Chen	1.20	Review, analyze bidding procedures hearing materials.
02/13/25	Katherine Chen	3.60	Review, revise witness materials re bidding procedures hearing.
02/13/25	Brigit Crosbie	7.70	Attend bidding procedures witness preparation session (1.0); review bidding procedures witness direct outline (3.7); revise same (3.0).
02/13/25	Carlos Estrada	4.10	Review, revise inventory issue chronology.
02/13/25	Keith Huang	0.50	Review, analyze document collection.

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02/13/25	Alex Ingolia	6.30	Draft cross examination re A&M declarant (1.8); review, analyze bidding procedures documents (.6); review, revise A&M declarant direct examination outline (1.1); conference with B. Arnault, K&E team re bidding procedures hearing strategy (.5); attend A&M witness deposition preparation session (2.3).
02/13/25	Bradley Kellogg	6.30	Conference with A&M re document production (.5); review, analyze documents re relevance (2.4); review, analyze documents re privilege (2.1); review, analyze documents re confidentiality (1.3).
02/13/25	Kathleen Vera Kinsella	5.90	Review, analyze vendor issue chronology (3.8); review, revise memorandum re same (2.1).
02/13/25	Mike Kraft	3.00	Review, analyze investigation document collection.
02/13/25	Mike Kraft	1.90	Review, analyze document collection re vendor and inventory issues.
02/13/25	Mike Kraft	3.10	Review, analyze production documents for responsiveness.
02/13/25	Mike Kraft	0.20	Correspond with T. Phan, K&E team re vendor document collection strategy.
02/13/25	Ken Lee	0.60	Review, prepare document collection for production.
02/13/25	Ken Lee	0.50	Review, analyze document collection.
02/13/25	Ken Lee	0.50	Conference with B. Bammert re active learning workflow.
02/13/25	Ken Lee	0.60	Review, revise document chronology.
02/13/25	Ken Lee	1.50	Review, analyze document production searches.
02/13/25	Ken Lee	0.90	Conference with M. Kraft, K&E team re investigation review workflow.
02/13/25	Ken Lee	0.40	Review, revise document production summary.
02/13/25	Ken Lee	0.10	Correspond with B. Bammert re document review summary.
02/13/25	Joshua J. Lustig	3.00	Conference with D. Zagoren, K&E team re document review workflows (.7); review, analyze Company investigation document collection (2.3).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/25	Daniel McNamara	2.30	Review, analyze Company document collection.
02/13/25	Thanh Phan	3.50	Review, analyze document production searches re vendor issues (1.0); correspond with A&M re production (.3); conference with J. Lustig, K&E team re document review (.7); review, analyze document collection scope (1.0); correspond with K. Lee, K&E team re same (.5).
02/13/25	Armando L. Prather	4.30	Review, analyze vendor document collection re UCC request for production.
02/13/25	Catherine Rogers	6.90	Review, analyze discovery document collection.
02/13/25	Joe Seaman	7.80	Review discovery document collection (4.0); analyze same (3.3); correspond with B. Kellogg, K&E team re same (.5).
02/13/25	Joe Walter	6.80	Conference with B. Arnault, K&E team re bidding procedures hearing strategy (.5); review, analyze investigation document collection (1.8); review document collection re vendor issues (3.5); analyze same (1.0).
02/13/25	Michael C. Whalen	11.90	Conference with A. Yenamandra, B. Arnault, and K&E team re hearing strategy and case update (.6); attend all hands Company advisor call re same (.5); draft and revise direct and cross examinations (6.9); lead hearing preparation with Dwyer and Haughey (3.9).
02/13/25	Matthew J. Zhu	8.60	Review, analyze documents re relevance (2.5); review, analyze documents re privilege (3.2); review, analyze documents re confidentiality (2.9).
02/14/25	Bill Arnault, P.C.	4.50	Review, analyze materials re bidding procedures hearing (2.1); review, revise responses and objections to document requests (1.4); review, analyze discovery correspondence (.4); review, analyze materials re A&M deposition (.6).
02/14/25	Ian M. Betts	1.40	Review, revise memorandum re vendor conduct.
02/14/25	Henry Caldwell	4.70	Review, analyze document collection re vendor issues (1.2); review, analyze production documents (2.1); prepare, produce same (1.4).

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02/14/25	Donna Casas-Silva	2.90	Review, analyze documents for relevance, privilege and confidentiality.
02/14/25	Carlos Estrada	4.40	Review, revise inventory issue chronology.
02/14/25	Keith Huang	0.70	Review, analyze vendor document production.
02/14/25	Alex Ingoglia	3.90	Review, analyze materials re bidding procedures hearing (1.0); attend bidding procedures hearing (2.9).
02/14/25	Bradley Kellogg	4.90	Review, analyze documents for privilege and confidentiality (2.8); review, analyze documents for relevance (2.1).
02/14/25	Kathleen Vera Kinsella	3.70	Review, analyze chronology re corporate governance (3.2); review, revise memorandum re same (.5).
02/14/25	Mike Kraft	0.90	Review, analyze document collection re vendor and inventory issues.
02/14/25	Mike Kraft	0.70	Review, analyze re investigation document collection scope.
02/14/25	Mike Kraft	4.90	Review, analyze investigation document collection (3.3); draft summary re same (1.6).
02/14/25	Ken Lee	1.90	Review, analyze document production (1.1); correspond with B. Bammert re same (.8).
02/14/25	Ken Lee	0.40	Review, revise document review summary.
02/14/25	Ken Lee	0.50	Review, analyze document production.
02/14/25	Ken Lee	0.90	Review, revise document review summary.
02/14/25	Ken Lee	0.50	Review, analyze document production searches.
02/14/25	Ken Lee	1.40	Prepare, produce document production.
02/14/25	Ken Lee	0.90	Review, analyze document collection re chronology summary.
02/14/25	Ken Lee	1.70	Correspond with A&M re document review production progress.
02/14/25	Daniel McNamara	2.30	Review, analyze Company document collection.
02/14/25	Thanh Phan	1.90	Review, analyze document product search (.4); review, analyze document review summary (1.5).
02/14/25	Armando L. Prather	1.80	Review, analyze document collection re UCC request for communications.
02/14/25	Catherine Rogers	1.80	Review, analyze document collection.

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02/14/25	Joe Seaman	4.80	Review, analyze document collection (4.3); correspond with B. Kellogg, K&E team re same (.5).
02/14/25	Joe Walter	4.30	Review vendor document collection (2.0); revise same (2.3).
02/14/25	Michael C. Whalen	0.20	Correspond with B. Arnault re UCC deposition request.
02/15/25	Henry Caldwell	2.90	Correspond with M. Whalen re vendor issues and document review (.4); review, analyze document collection re same (1.4); review, analyze responsiveness re same (1.1).
02/15/25	Bradley Kellogg	1.20	Review, analyze documents for relevance, privilege, and confidentiality.
02/15/25	Mike Kraft	1.60	Review, revise document review modules.
02/15/25	Ken Lee	0.30	Review, analyze document production searches.
02/15/25	Daniel McNamara	4.30	Review Company document collection.
02/15/25	Armando L. Prather	0.30	Review, analyze responsive document collections.
02/16/25	Henry Caldwell	4.10	Correspond with B. Arnault re status of document production (.4); correspond with M. Whalen, K&E team re document production and review strategy (.9); review, analyze vendor document collections (1.1); review, analyze document production (1.7).
02/16/25	Keith Huang	2.90	Review, analyze vendor document projection (2.5); draft summary re same (.4).
02/16/25	Ken Lee	0.50	Correspond with T. Phan re investigation document review workflow.
02/16/25	Joshua J. Lustig	1.70	Review, analyze Company document collection.
02/16/25	Daniel McNamara	1.20	Review, analyze Company document collection.
02/16/25	Thanh Phan	3.60	Review, analyze document collection re UCC request for production (3.1); correspond with M. Whalen, K&E team re same (.5).

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02/16/25	Michael C. Whalen	3.00	Review, analyze document review strategy (.6); conference with H. Caldwell, K&E team re same (.3); review, analyze protective order (.7); correspond with H. Caldwell re document review summary (.2); review, analyze vendor document collection (.3); review, analyze document collection re deposition topics (.7); conference with A. Ingoglia re Company deposition preparation (.2).
02/17/25	Bill Arnault, P.C.	1.40	Review, analyze deposition discovery materials (.6); review, analyze precedent re plan provisions (.8).
02/17/25	Henry Caldwell	13.40	Review, revise protective order (1.1); review, analyze deposition collection materials (.9); review, analyze document collections (3.4); conference with T. Phan, K&E team re investigation document review (.7); review, revise vendor document collection coding (1.7); review, revise document production (2.5); draft production cover letter re same (.4); review, analyze document collection re Company deposition (2.7).
02/17/25	Brigit Crosbie	5.80	Review documents for production (3.0); analyze same (2.3); attend Special Committee meeting (.5).
02/17/25	Carlos Estrada	3.20	Review, analyze document collection re witness interviews (2.9); correspond with M. Kraft re same (.3).
02/17/25	Kathleen Vera Kinsella	0.60	Review, analyze investigation correspondence.
02/17/25	Mike Kraft	0.50	Conference with H. Caldwell, K&E team re investigation document review.
02/17/25	Mike Kraft	5.20	Review, analyze document collection re witness interviews.
02/17/25	Mike Kraft	0.20	Conference with J. Walter re vendor and inventory document review.
02/17/25	Ken Lee	0.80	Conference with H. Caldwell, K&E team re active learning review workflow.
02/17/25	Ken Lee	4.80	Review, revise document production.
02/17/25	Ken Lee	0.90	Review, analyze document production.
02/17/25	Ken Lee	0.80	Review, analyze document review workflow summary.

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02/17/25	Joshua J. Lustig	4.30	Conference with M. Kraft re investigation document review (1.0); review, analyze Company document collection re same (3.3).
02/17/25	Daniel McNamara	4.70	Review Company document collection (2.7); analyze same (2.0).
02/17/25	Thanh Phan	2.80	Conference with H. Caldwell, K&E team re investigation document review (.5); review, analyze vendor document collection (1.1); review, analyze summary re investigation document review (1.2).
02/17/25	Armando L. Prather	2.70	Review, analyze document collection re UCC request for production.
02/17/25	Joe Walter	7.70	Review document collection re Company witness (4.0); analyze same (3.4); conference with A. Ingoglia re same (.3).
02/18/25	Bill Arnault, P.C.	1.30	Conference with B. Crosbie, K&E team re litigation strategy (.3); review, analyze materials re same (.4); conference with advisor teams re litigation status (.3); review, analyze discovery correspondence from B. Crosby, K&E team (.3).
02/18/25	Ian M. Betts	5.00	Research re vendor issues (4.2); review, revise memorandum re same (.8).
02/18/25	Henry Caldwell	9.20	Review, revise materials re Company deposition (2.0); correspond with M. Kraft, K&E team re investigation document review (.6); review, analyze document collection (3.2); conference with M. Whalen, K&E team re investigation document review strategy (.3); review, revise document production (2.7); draft production cover letter re same (.4).
02/18/25	Donna Casas-Silva	4.20	Review, analyze documents for privilege and confidentiality (2.1); review, analyze documents for relevance (2.1).
02/18/25	Katherine Chen	2.80	Review, analyze Company deposition documents.
02/18/25	Katherine Chen	2.10	Review, analyze document collection re Company deposition.
02/18/25	Brigit Crosbie	8.20	Conference B. Arnault re litigation issues (.3); review documents for production (7.9).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Litigation

Invoice Number: 1050116088
 Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/18/25	Carlos Estrada	6.10	Review, analyze inventory document collection (5.6); correspond with H. Caldwell re same (.2); conference with B. Crosbie, K&E team re same (.3).
02/18/25	Keith Huang	1.00	Review, analyze vendor document collection.
02/18/25	Alex Ingoglia	8.90	Review, analyze document collection re Company deposition (4.0); review, revise Company deposition materials (2.1); review, revise Company deposition outline (2.8).
02/18/25	Bradley Kellogg	0.20	Conference with M. Zhu, K&E team re review and upcoming productions.
02/18/25	Kathleen Vera Kinsella	6.80	Review, analyze lender issue chronology (3.6); review, analyze A&M deposition transcript (.5); review, revise memorandum re litigation strategy (2.7).
02/18/25	Mike Kraft	0.10	Conference with J. Lustig, K&E team re litigation strategy.
02/18/25	Mike Kraft	0.30	Conference with M. Whalen, K&E team re investigation strategy.
02/18/25	Mike Kraft	7.10	Review vendor document collection (3.1); analyze same (4.0).
02/18/25	Ken Lee	0.30	Conference with B. Crosbie, K&E team re litigation strategy.
02/18/25	Ken Lee	2.90	Review, revise document production materials.
02/18/25	Ken Lee	0.70	Correspond with A&M re document review.
02/18/25	Ken Lee	0.30	Review, revise document review summary.
02/18/25	Ken Lee	1.50	Review, analyze document collection.
02/18/25	Joshua J. Lustig	7.30	Conference with B. Crosbie, K&E team re investigation and litigation strategy (.3); conference with K. Chen re responses and objections to cash collateral order (.3); review Company document collection (3.7); analyze same (3.0).
02/18/25	Daniel McNamara	4.50	Review, analyze Company document collection (4.0) conference with B. Crosbie, K&E team re litigation strategy (.5).
02/18/25	Thanh Phan	1.70	Conference with B. Crosbie, K&E team re litigation strategy (.3); review, analyze active learning model (1.0); correspond with A&M re same (.4).
02/18/25	Armando L. Prather	7.70	Review investigation document collection.

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Litigation

Invoice Number: 1050116088
Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/18/25	Catherine Rogers	4.60	Review, analyze document collection.
02/18/25	Joe Seaman	3.80	Review, analyze document collection (3.2); correspond with B. Kellogg, K&E team re (.3); conference with B. Arnault, K&E team re litigation strategy (.3).
02/18/25	Joe Walter	8.80	Review, analyze Company document collection (4.0); analyze same (3.3); conference with B. Arnault, K&E team re litigation strategy (.3); correspond with A. Ingoglia re same (.3); review, analyze document collection re UCC request for production (.9).
02/18/25	Michael C. Whalen	4.60	Review Company deposition materials (4.0); analyze same (.3); conference with H. Caldwell, K&E team re investigation strategy (.3).
02/18/25	Matthew J. Zhu	0.50	Conference with B. Kellogg, K&E team re upcoming hearing preparation.
02/19/25	Bill Arnault, P.C.	1.10	Review, analyze sale process materials (.5); conference with A. Yenamandra re same (.2); review, analyze discovery correspondence (.4).
02/19/25	Ian M. Betts	8.30	Review, analyze document production chronology (7.9); review, revise vendor issues memorandum (.4).
02/19/25	Julia F. Burnson	0.50	Draft 9019 motion re discovery settlement agreement.
02/19/25	Henry Caldwell	3.40	Review, revise document review strategy summary (.5); review, analyze vendor investigation document collection (.8); review, analyze document collection re UCC request for production (.8); review, analyze insurance document collection (1.3).
02/19/25	Donna Casas-Silva	5.30	Review, analyze documents re relevance (1.8); review, analyze documents re privilege (1.5); review, analyze documents re confidentiality (2.0).
02/19/25	Katherine Chen	0.90	Review, revise Company deposition materials.
02/19/25	Brigit Crosbie	2.10	Review, analyze documents for production.

Legal Services for the Period Ending February 28, 2025
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Litigation

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Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/19/25	Carlos Estrada	7.30	Correspond with I. Betts re inventory and vendor issues chronology (.4); review, revise document collection re same (2.9); review, revise vendor and inventory issue chronology (4.0).
02/19/25	Alex Ingoglia	5.70	Review, revise Company deposition preparation outline (2.2); attend Company deposition preparation session (3.5).
02/19/25	Bradley Kellogg	4.10	Review, analyze documents re relevance, privilege (1.2); review, analyze documents re relevance (1.9); review, analyze documents re confidentiality (1.0).
02/19/25	Kathleen Vera Kinsella	5.10	Review, analyze chronology and document collection re corporate governance (.8); review, revise memorandum re same (1.2); review, analyze chronology and document collection re lender issues (1.4); review, revise memorandum re same (1.5); review, revise document review strategy (.2).
02/19/25	Mike Kraft	5.20	Review vendor document collection (3.0); analyze same (2.2).
02/19/25	Ken Lee	1.10	Review, revise daily status summary.
02/19/25	Ken Lee	0.30	Review, revise document review batches.
02/19/25	Ken Lee	0.60	Review, analyze active learning review summary.
02/19/25	Ken Lee	1.10	Review, analyze data processing re same.
02/19/25	Ken Lee	0.50	Review, revise document analytics.
02/19/25	Joshua J. Lustig	1.20	Review, revise Company document collection (1.0); conference with I. Betts re investigation strategy (.2).
02/19/25	Daniel McNamara	4.40	Review, analyze Company document collection.
02/19/25	Armando L. Prather	4.90	Review document collection re UCC request for production.
02/19/25	Joe Walter	4.70	Review, analyze document collection re Company deposition (1.0); review, analyze vendor document collection (3.7).
02/19/25	Michael C. Whalen	0.50	Correspond with H. Caldwell and K&E team re pending document productions (.3); correspond with H. Caldwell, M. Kraft and K&E team re investigation schedule and strategy (.2).

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 JOANN Inc.
 Litigation

Invoice Number: 1050116088
 Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/19/25	Dan Zagoren	0.20	Review, revise document review strategy.
02/19/25	Matthew J. Zhu	2.60	Review, analyze documents potentially responsive to UCC requests.
02/20/25	Bill Arnault, P.C.	0.50	Conference with A. Yenamandra re auction (.2); conference with Centerview, Company advisors re same (.3).
02/20/25	Ian M. Betts	10.70	Review memorandums re special committee report (3.8); revise same (4.0); review, analyze deposition and interview transcripts re same (2.9).
02/20/25	Henry Caldwell	8.60	Review, analyze document collection re corporate governance (2.1); review, revise same for production (2.2); review, analyze vendor document collection (1.8); review, revise document production (1.6); correspond with Company re investigation interviews (.5); correspond with Morgan Lewis, Katten re protective order (.4).
02/20/25	Donna Casas-Silva	7.20	Review, analyze documents re relevance (2.4); review, analyze documents re privilege (2.2); review, analyze documents re confidentiality (2.6).
02/20/25	Katherine Chen	1.10	Review, revise research memorandum re vendor issues.
02/20/25	Katherine Chen	0.80	Review, revise deposition materials.
02/20/25	Brigit Crosbie	7.70	Review, analyze documents for production.
02/20/25	Carlos Estrada	7.20	Review, analyze documents for production (5.8); review, revise inventory and vendor issue chronology (1.4).
02/20/25	Keith Huang	0.90	Review, analyze vendor document collection.
02/20/25	Alex Ingoglia	4.50	Review, analyze vendor correspondence re Company deposition preparation (1.3); attend Company deposition preparation (3.2).
02/20/25	Bradley Kellogg	7.30	Review, analyze documents re relevance (3.5); review, analyze documents re privilege (1.0); review, analyze documents re confidentiality (2.8).
02/20/25	Kathleen Vera Kinsella	5.10	Review, revise memorandum re litigation strategy (1.8); review, analyze A&M deposition (1.5); review, analyze document collection re same (1.8).
02/20/25	Mike Kraft	6.70	Review vendor issue document collection (3.0); analyze same (3.7).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
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Invoice Number: 1050116088
 Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/20/25	Ken Lee	0.50	Review, revise production summary.
02/20/25	Ken Lee	0.80	Review, analyze document production review.
02/20/25	Ken Lee	0.30	Correspond with H. Caldwell re document review.
02/20/25	Ken Lee	1.10	Review, revise document production strategy.
02/20/25	Ken Lee	0.30	Correspond with A&M re document processing strategy.
02/20/25	Ken Lee	0.50	Conference with T. Phan, K&E team re document production.
02/20/25	Joshua J. Lustig	1.80	Conference with H. Caldwell, K&E team re document review strategy (.3); review, analyze Company document collection (1.5).
02/20/25	Joshua J. Lustig	0.40	Review, analyze documents for production.
02/20/25	Daniel McNamara	2.30	Review, analyze Company document collection.
02/20/25	Thanh Phan	1.60	Review, analyze discovery production logic strategy (1.0); correspond with H. Caldwell, A&M re same (.6).
02/20/25	Catherine Rogers	3.90	Review, analyze investigation document collection.
02/20/25	Joe Seaman	5.60	Review, analyze document collection (5.3); correspond with B. Kellogg, K&E team re same (.3).
02/20/25	Joe Walter	6.40	Review, analyze document collection re UCC request for production (3.0); analyze same (3.0); correspond with H. Caldwell re investigation interviews (.4).
02/21/25	Bill Arnault, P.C.	0.30	Conference with M. Whalen, K&E team re sale order hearing.
02/21/25	Ian M. Betts	9.90	Review memorandum re fiduciary duty matters (4.0); revise same (3.5); research issues re same (2.4).

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 JOANN Inc.
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 Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/25	Henry Caldwell	5.40	Correspond with Company re investigation interviews (.6); correspond with T. Phan, K&E team re document production (.4); review, analyze document production coding summary (2.1); conference with B. Arnault, K&E team re sale order hearing and interview preparation (.4); correspond with M. Whalen, K&E team re discovery strategy (.6); draft scheduling summary re same (.3); review, analyze document collection re investigation interviews (1.0).
02/21/25	Donna Casas-Silva	8.70	Review, analyze documents re relevance (3.2); review, analyze documents re privilege (3.3); review, analyze documents re confidentiality (2.2).
02/21/25	Katherine Chen	0.60	Conference with M. Whalen, K&E team re litigation strategy.
02/21/25	Brigit Crosbie	5.10	Conference with B. Arnault, K&E team re sale order hearing and interview preparation (.4); review, analyze document collection re same (2.1); draft interview outlines re same (2.6).
02/21/25	Carlos Estrada	4.40	Correspond with M. Kraft re investigation interviews (.3); review, analyze investigation interview document collection (3.3); correspond with M. Kraft re same (.2); review, revise inventory and vendor issue chronology (.6).
02/21/25	Alex Ingoglia	0.40	Conference with B. Arnault, K&E team re sale order hearing and interview strategy.
02/21/25	Bradley Kellogg	3.40	Review, analyze documents for relevance, privilege, and confidentiality.
02/21/25	Kathleen Vera Kinsella	4.60	Conference with M. Whalen, K&E team re investigation and witness interview strategy (.4); review, analyze witness interview materials (3.6); review, revise memorandum re vendor issues (.6).
02/21/25	Mike Kraft	0.30	Conference with M. Whalen, K&E team re sale order hearing and investigation interview strategy.
02/21/25	Mike Kraft	7.90	Review, revise vendor chronology, key documents (4.0); draft outline re special committee investigation (3.9).

Legal Services for the Period Ending February 28, 2025
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Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/21/25	Ken Lee	0.50	Correspond with A&M re document review strategy.
02/21/25	Joshua J. Lustig	5.30	Review, analyze cash collateral, bidding procedure pleadings (.4); review, analyze Company document collection (4.0); analyze same (.7); conference with M. Kraft re investigation strategy (.2).
02/21/25	Daniel McNamara	3.80	Review, analyze Company document collection.
02/21/25	Thanh Phan	2.60	Correspond with A&M re migrated data (.8); review, revise document production search logic (1.1); correspond with H. Caldwell re same (.2); correspond with A&M re active learning review (.5).
02/21/25	Catherine Rogers	1.90	Review, analyze investigation document collection.
02/21/25	Joe Walter	3.20	Review, analyze investigation interview document collection.
02/21/25	Michael C. Whalen	3.10	Review, analyze production strategy and status (.3); correspond with H. Caldwell re same (.2); correspond with M. Kraft, K&E team re investigation strategy (.3); review, analyze issues re same (.2); correspond with B. Arnault, K&E team re case status and litigation strategy (.5); review, analyze investigation fact memoranda (1.6).
02/22/25	Bill Arnault, P.C.	0.30	Conference with A. Yenamandra re litigation strategy (.1); review, analyze same (.2).
02/22/25	Brigit Crosbie	1.50	Draft investigation interview outline.
02/22/25	Mike Kraft	3.30	Draft investigation interview outlines.
02/23/25	Ian M. Betts	2.30	Review, analyze investigation interview materials.
02/23/25	Brigit Crosbie	3.40	Review, revise investigation interview outline.
02/23/25	Carlos Estrada	3.60	Review, analyze investigation interview document collection (2.8); correspond with M. Kraft re same (.2); review, revise inventory and vendor issue chronology (.6).
02/23/25	Kathleen Vera Kinsella	6.50	Review, analyze document collection re vendor issues (3.5); review, revise interview investigation outline (3.0).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Litigation

Invoice Number: 1050116088
Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/23/25	Mike Kraft	9.40	Review investigation interview outlines (3.4); revise same (3.6); research issues re same (2.4).
02/23/25	Aparna Yenamandra, P.C.	0.40	Telephone conference with B. Arnault re hearing matters.
02/24/25	Bill Arnault, P.C.	1.20	Review, revise direct examination re Centerview witness.
02/24/25	Ian M. Betts	5.30	Review outline re special committee presentation (2.0); revise same (3.3).
02/24/25	Henry Caldwell	8.20	Review, analyze investigation interview document collection (3.9); review, revise outline re same (2.9); review, analyze investigation interview materials (.8); review, revise stipulated protective order (.6).
02/24/25	Brigit Crosbie	8.00	Attend special committee meeting (0.3); attend investigation interview (2.1); review, revise investigation interview outline (3.6); draft memorandum re same (2.0).
02/24/25	Carlos Estrada	3.90	Attend investigation interview (2.1); draft summary re same (1.8).
02/24/25	Alex Ingoglia	3.10	Draft direct examination outline for A&M witness hearing testimony (1.0); review, analyze document collection re cash collateral hearing (2.1).
02/24/25	Kathleen Vera Kinsella	6.30	Review, analyze investigation interview materials (2.7); conduct witness interview (2.2); review, revise investigation interview memorandum (1.4).
02/24/25	Kathleen Vera Kinsella	0.70	Review, revise memorandum re potential claims.
02/24/25	Mike Kraft	1.40	Conduct witness interview.
02/24/25	Mike Kraft	8.20	Draft Company witness interview outline (3.5); revise same (3.6); research issues re same (1.1).
02/24/25	Mike Kraft	0.40	Review, revise witness interview summary.
02/24/25	Mike Kraft	2.90	Draft additional Company witness interview outline.
02/24/25	Joshua J. Lustig	0.20	Conference with B. Crosbie re investigation interviews.
02/24/25	Jeff Michalik	0.60	Review, analyze evidentiary strategy re sale hearing.

Legal Services for the Period Ending February 28, 2025
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Litigation

Invoice Number: 1050116088
Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/24/25	Thanh Phan	0.40	Correspond with A&M re active learning project.
02/24/25	Joe Walter	1.80	Review, analyze document collection re witness interviews.
02/24/25	Michael C. Whalen	6.90	Review, analyze documents re Company deposition (2.5); conference with A. Ingoglia, K&E team re same (.7); draft notes re investigation interview (1.9); correspond with L. Blumenthal, K&E team re hearing preparation (.6); draft, revise witness and exhibit list (.8); conference with L. Blumenthal re same (.4).
02/25/25	Bill Arnault, P.C.	1.70	Participate in Company advisor call re case status (.3); participate in hearing preparation call (.1); review, revise direct examination outline (.8); prepare for sale hearing (.5).
02/25/25	Ian M. Betts	4.40	Review special committee report (4.0); analyze same (.4).
02/25/25	Aulden Burcher-DuPont	0.90	Review, analyze production.
02/25/25	Henry Caldwell	9.40	Review, revise witness interview outlines and materials (1.1); review, revise confidentiality designations for Centerview transcript (1.7); correspond with M. Whalen re same (.4); review, revise certificate of counsel re protective order (.8); conduct witness interview (2.5); review, analyze documents for elusion testing (2.9).
02/25/25	Katherine Chen	2.10	Attend investigation interview.
02/25/25	Katherine Chen	0.20	Review, analyze errata sheet and confidentiality designations.
02/25/25	Brigit Crosbie	5.60	Review, analyze witness interview materials (2.5); conduct Company witness interview (2.0); review, analyze deposition transcript re confidentiality designations (1.1).
02/25/25	Carlos Estrada	4.50	Attend Company investigation interview (2.1); draft summary re same (2.4).
02/25/25	Alex Ingoglia	4.40	Draft confidentiality designation sheet re deposition transcript (.2); review, analyze same re confidentiality designations (2.6); attend hearing preparation session (.8); review, analyze cash collateral budget re same (.5); review, revise A&M witness direct examination outline (.3).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Litigation

Invoice Number: 1050116088
Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/25	Kathleen Vera Kinsella	7.40	Review, analyze Company witnesses interview summaries (2.8); draft issues list re investigation interview (1.5); review, revise special committee report outline (1.2); review, revise special committee presentation (1.1); review, revise memorandum re potential claims (.8).
02/25/25	Mike Kraft	0.40	Review, revise Company witness interview summary.
02/25/25	Mike Kraft	2.00	Conduct second round Company witness interview.
02/25/25	Mike Kraft	9.30	Draft outline re Company witness interview (4.0); review, revise same (4.0); research issues re same (1.3).
02/25/25	Joe Walter	2.30	Conduct Company witness interview (1.5); review, analyze materials re same (.3); correspond with H. Caldwell, K&E team re the same (.5).
02/25/25	Michael C. Whalen	4.80	Review, analyze investigation interview materials (2.1); review, analyze witness preparation materials (.6); draft Company witness outlines re same (2.1).
02/26/25	Ian M. Betts	10.30	Draft special committee report (3.9); review, revise same (3.9); research issues re same (2.5).
02/26/25	Henry Caldwell	8.70	Review, revise special committee presentation (1.1); review, analyze document collection model re elusion testing (2.1); review, analyze document collection re investigation interview (3.1); correspond with Company witness interview (.4); draft second round Company witness interview outline (2.0).
02/26/25	Katherine Chen	0.70	Review February 2025 custodian interviews.
02/26/25	Brigit Crosbie	1.70	Draft Company witness interview summary.
02/26/25	Alex Ingoglia	5.30	Draft cross examination for A&M witness hearing preparation (.5); review, analyze cash collateral and sale hearing preparation materials (1.8); participate in A&M witness hearing preparation (1.5); attend sale order and cash collateral hearing (1.5).
02/26/25	Kathleen Vera Kinsella	6.20	Review, revise special committee presentation (3.3); review, revise memorandum re potential claims (2.9).

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Litigation

Invoice Number: 1050116088
Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/26/25	Mike Kraft	5.50	Review Company witness outlines (3.0); revise same (2.5).
02/26/25	Ken Lee	2.20	Review, revise document review summary.
02/26/25	Joshua J. Lustig	0.60	Review interview summaries re Company witnesses (.5); conference with A. Burcher-DuPoint, K&E team re discovery strategy (.1).
02/26/25	Joe Walter	5.20	Draft summary re Company witness interview.
02/26/25	Michael C. Whalen	6.50	Review, revise A&M witness hearing preparation materials (3.4); review hearing preparation materials re A&M witness (3.1).
02/27/25	Ian M. Betts	2.20	Review, revise special committee presentation.
02/27/25	Henry Caldwell	2.70	Review, analyze investigation interview materials (1.0); correspond with Company re investigation interviews (.2); correspond with M. Kraft, K&E team re investigation presentation (.4); review, analyze vendor issues re investigation (1.1).
02/27/25	Brigit Crosbie	0.50	Attend special committee meeting re investigation.
02/27/25	Mike Kraft	0.20	Review, analyze document collection.
02/27/25	Ken Lee	1.50	Review, analyze document collection.
02/27/25	Michael C. Whalen	0.90	Attend special committee meeting re investigation.
02/28/25	Aulden Burcher-DuPont	0.50	Conference with H. Caldwell re matter status.
02/28/25	Ken Lee	0.20	Correspond with A. Burcher-Dupont re investigation status.
Total		2,858.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116089

Client Matter: 58106-25

In the Matter of Non-Working Travel

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 122,337.50

Total legal services rendered

\$ 122,337.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Non-Working Travel

Invoice Number: 1050116089
 Matter Number: 58106-25

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	1.70	1,465.00	2,490.50
Bill Arnault, P.C.	7.80	2,015.00	15,717.00
Lindsey Blumenthal	16.50	1,525.00	25,162.50
Brigit Crosbie	5.00	1,345.00	6,725.00
Kaitlan Donahue	2.80	880.00	2,464.00
Alex Ingoglia	10.40	1,345.00	13,988.00
Kelly Meyer	4.50	1,065.00	4,792.50
Jeff Michalik	11.60	1,735.00	20,126.00
Matt Waldrep	4.00	1,195.00	4,780.00
Michael C. Whalen	12.40	1,525.00	18,910.00
Aparna Yenamandra, P.C.	3.60	1,995.00	7,182.00
TOTALS	80.30		\$ 122,337.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Non-Working Travel

Invoice Number: 1050116089
 Matter Number: 58106-25

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/04/25	Alex Ingoglia	0.60	Travel from Chicago IL to New York for deposition and preparation (billed at half time).
02/04/25	Michael C. Whalen	1.30	Travel from Chicago, IL to New York, NY re cash collateral and bid procedures depositions (billed at half time).
02/06/25	Bill Arnault, P.C.	1.80	Travel from New York, NY to Chicago, IL re cash collateral and bid procedures depositions (billed at half time).
02/06/25	Alex Ingoglia	1.00	Travel from New York to Chicago IL for deposition preparation (billed at half time).
02/06/25	Michael C. Whalen	1.40	Travel from New York, NY to Chicago, IL re cash collateral and bid procedures depositions (billed at half time).
02/12/25	Bill Arnault, P.C.	1.00	Travel from Chicago, IL to New York, NY re second day hearing (billed at half time).
02/13/25	Bill Arnault, P.C.	0.80	Travel from New York, NY to Wilmington, DE re second day hearing (billed at half time).
02/13/25	Lindsey Blumenthal	3.00	Travel from Chicago, IL to Wilmington, DE re second day hearing (billed at half time).
02/13/25	Brigit Crosbie	2.50	Travel from Chicago, IL to Wilmington, DE re second day hearing (billed at half time).
02/13/25	Kaitlan Donahue	1.20	Travel from Chicago, IL to Wilmington, DE re second day hearing (billed at half time).
02/13/25	Alex Ingoglia	1.60	Travel from Chicago, IL to Wilmington, DE re second day hearing (billed at half time).
02/13/25	Jeff Michalik	2.30	Travel from Chicago, IL to Wilmington, DE re second day hearing (billed at half time).
02/13/25	Michael C. Whalen	1.40	Travel from Chicago, IL to Wilmington, DE re second day hearing (billed at half time).
02/13/25	Aparna Yenamandra, P.C.	0.80	Travel from New York, NY to Wilmington, DE re second day hearing (billed at half time).
02/14/25	Bill Arnault, P.C.	0.80	Travel from Wilmington, DE to Newark, NJ re return from second day hearing (billed at half time).
02/14/25	Lindsey Blumenthal	3.00	Travel from Philadelphia, PA to Chicago, IL re return from second day hearing (billed at half time).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Non-Working Travel

Invoice Number: 1050116089
 Matter Number: 58106-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/14/25	Brigit Crosbie	2.50	Travel from Wilmington, DE to Chicago, IL re return from second day hearing (billed at half time).
02/14/25	Kaitlan Donahue	1.60	Travel from Wilmington, DE to Chicago, IL re return from second day hearing (billed at half time).
02/14/25	Alex Ingoglia	1.90	Travel from Wilmington, DE to Chicago IL (billed at half time).
02/14/25	Jeff Michalik	2.50	Travel from Wilmington, DE to Chicago, IL re return from second day hearing (billed at half time).
02/14/25	Michael C. Whalen	1.40	Travel from Wilmington, DE to Chicago, IL re return from second day hearing (billed at half time).
02/14/25	Aparna Yenamandra, P.C.	0.80	Travel from Wilmington, DE to Chicago, IL re return from second day hearing (billed at half time).
02/18/25	Alex Ingoglia	1.10	Travel from Chicago, IL to New York, NY re Company deposition preparation (billed at half time).
02/18/25	Michael C. Whalen	1.40	Travel from Chicago, IL to New York, NY re Company deposition (billed at half time).
02/20/25	Lindsey Blumenthal	2.50	Travel from Chicago, IL to New York, NY re auction (billed at half time).
02/20/25	Alex Ingoglia	1.40	Travel from New York, NY to Chicago, IL re return from Company deposition preparation (billed at half time).
02/20/25	Jeff Michalik	2.10	Travel from Chicago, IL to New York, NY re auction (billed at half time).
02/20/25	Michael C. Whalen	1.60	Travel from New York, NY to Chicago, IL re return from Company deposition preparation (billed at half time).
02/22/25	Lindsey Blumenthal	3.00	Travel from New York, NY to Chicago, IL re return from auction (billed at half time).
02/25/25	Lindsey Blumenthal	2.50	Travel from Chicago, IL to Wilmington, DE re sale hearing (billed at half time).
02/25/25	Alex Ingoglia	1.40	Travel from Chicago, IL to Wilmington, DE for sale hearing (billed at half time).
02/25/25	Kelly Meyer	1.00	Travel from Chicago, IL to Wilmington, DE re sale hearing (billed at half time).
02/25/25	Jeff Michalik	2.30	Travel from Chicago, IL to Wilmington, DE re sale hearing (billed at half time).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Non-Working Travel

Invoice Number: 1050116089
 Matter Number: 58106-25

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/25/25	Matt Waldrep	1.30	Travel from Chicago, IL to Wilmington, DE re sale hearing (billed at half time).
02/25/25	Michael C. Whalen	1.40	Travel from Chicago, IL to Wilmington, DE re sale hearing (billed at half time).
02/26/25	Olivia Acuna	1.70	Travel from New York, NY to Wilmington, DE re sale hearing (billed at half time).
02/26/25	Bill Arnault, P.C.	1.70	Travel from Chicago, IL to Wilmington, DE re sale hearing (billed at half time).
02/26/25	Bill Arnault, P.C.	1.70	Travel from Wilmington, DE to Chicago, IL re return from sale hearing (billed at half time).
02/26/25	Alex Ingoglia	1.40	Travel from Wilmington, DE to Chicago, IL re return from sale hearing (billed at half time).
02/26/25	Aparna Yenamandra, P.C.	2.00	Travel from New York, NY to Wilmington, DE re sale hearing (1.0) (billed at half time); travel from Wilmington, DE to New York, NY re return from sale hearing (1.0) (billed at half time).
02/27/25	Lindsey Blumenthal	2.50	Travel from Wilmington, DE to Chicago, IL re return from sale hearing (billed at half time).
02/27/25	Kelly Meyer	3.50	Travel from Wilmington, DE to St. Louis, MO re return from sale hearing (billed at half time).
02/27/25	Jeff Michalik	2.40	Travel from Wilmington, DE to Chicago, IL re return from sale hearing (billed at half time).
02/27/25	Matt Waldrep	2.70	Travel from Wilmington, DE to Chicago, IL re return from sale hearing (billed at half time).
02/27/25	Michael C. Whalen	2.50	Travel from Wilmington, DE to Chicago, IL re return from sale hearing (billed at half time).
Total		80.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116090

Client Matter: 58106-26

In the Matter of Creditors' Committee Matters

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 45,704.50

Total legal services rendered

\$ 45,704.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Creditors' Committee Matters

Invoice Number: 1050116090
 Matter Number: 58106-26

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	3.00	1,465.00	4,395.00
Bill Arnault, P.C.	0.30	2,015.00	604.50
Lindsey Blumenthal	1.50	1,525.00	2,287.50
Peter Cheung	3.20	760.00	2,432.00
Kaitlan Donahue	1.40	880.00	1,232.00
Bradley Kellogg	12.60	760.00	9,576.00
Jeff Michalik	1.90	1,735.00	3,296.50
Joshua Raphael	0.60	1,195.00	717.00
Matt Waldrep	4.30	1,195.00	5,138.50
Aparna Yenamandra, P.C.	0.80	1,995.00	1,596.00
Matthew J. Zhu	8.70	1,345.00	11,701.50
James Ziemba	3.10	880.00	2,728.00
TOTALS	41.40		\$ 45,704.50

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Creditors' Committee Matters

Invoice Number: 1050116090
 Matter Number: 58106-26

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/21/25	Olivia Acuna	0.10	Review, analyze correspondence from L. Blumenthal re UCC members.
01/23/25	Olivia Acuna	0.10	Correspond with K&E team, L. Blumenthal re potential UCC members.
01/30/25	Olivia Acuna	0.50	Telephone conference with UCC, A. Yenamandra, K&E team re case status.
01/30/25	Lindsey Blumenthal	1.50	Conference with Centerview, Company advisors, UCC re onboarding (.5); prepare materials re same (1.0).
01/30/25	Kaitlan Donahue	1.10	Review, analyze UCC bylaws (.7); correspond with M. Waldrep re same (.4).
01/30/25	Bradley Kellogg	2.80	Review, analyze documents re UCC disclosure request.
01/30/25	Jeff Michalik	0.90	Conference with A. Yenamandra, Centerview team, KDW team, Province team re UCC advisor kickoff (.8); conference with KDW re updates (.1).
01/30/25	Matt Waldrep	3.50	Review, analyze UCC bylaws (.9); correspond with K. Donahue re same (.6); review, analyze documents re UCC diligence request (2.0).
01/30/25	Aparna Yenamandra, P.C.	0.80	Telephone conference with Company, UCC advisors re case status.
01/31/25	Olivia Acuna	0.80	Review, analyze diligence requests from UCC.
01/31/25	Kaitlan Donahue	0.30	Review, revise UCC bylaws (.2); correspond with J. Michalik, K&E team re same (.1).
01/31/25	Bradley Kellogg	3.90	Review, analyze documents re UCC disclosure request.
01/31/25	Jeff Michalik	0.20	Review, analyze UCC bylaws.
01/31/25	Matt Waldrep	0.20	Correspond with L. Blumenthal, UCC re diligence.
02/01/25	Bradley Kellogg	3.30	Review, analyze documents re UCC disclosure request.
02/03/25	Olivia Acuna	0.30	Telephone conference with L. Blumenthal, K&E team, UCC re comments to second day orders.
02/03/25	Bill Arnault, P.C.	0.30	Review UCC confidentiality by-laws.
02/03/25	Jeff Michalik	0.20	Conference with KDW re timeline.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Creditors' Committee Matters

Invoice Number: 1050116090
 Matter Number: 58106-26

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/03/25	Joshua Raphael	0.10	Conference with UCC re comments to second day orders.
02/03/25	Matt Waldrep	0.50	Correspond with L. Blumenthal, K&E team re UCC bylaws (.2); telephone conference with L. Blumenthal, K&E team, KDW re first day motions (.3).
02/03/25	James Ziemba	0.30	Review, revise customer programs final order per UCC comments.
02/04/25	Olivia Acuna	1.20	Review, revise orders re comments from UCC.
02/04/25	Jeff Michalik	0.30	Conference with KDW re UCC updates (.1); correspond with K&E team, A&M, Centerview re same (.2).
02/04/25	Joshua Raphael	0.50	Conference, correspond with KDW re second day orders (.2); review, analyze issues re same (.1); correspond with KDW re OCPs (.2).
02/04/25	Matt Waldrep	0.10	Correspond with A&M, Centerview, O. Acuna, K&E team re UCC diligence.
02/04/25	James Ziemba	1.30	Review, revise customer programs motion re UCC comments (.9); correspond with J. Raphael re same (.4).
02/06/25	Peter Cheung	3.20	Review, analyze documents re UCC disclosure request.
02/06/25	Bradley Kellogg	2.60	Review, analyze documents re UCC disclosure request.
02/06/25	Matthew J. Zhu	3.70	Review, analyze documents re UCC disclosure request.
02/06/25	James Ziemba	0.90	Draft, revise customer programs order per UCC comments.
02/07/25	James Ziemba	0.60	Revise customer programs final order per UCC comments.
02/10/25	Jeff Michalik	0.30	Review, analyze UCC omnibus objection.
02/10/25	Matthew J. Zhu	4.70	Review, analyze communications re UCC request production (2.7); review, analyze same re confidentiality (2.0).
02/13/25	Matthew J. Zhu	0.30	Telephone conference with Centerview, Company advisors re UCC comments.
Total		41.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116091

Client Matter: 58106-27

In the Matter of Employee and Labor Matters

For legal services rendered through February 28, 2025
(see attached Description of Legal Services for detail)

\$ 114,228.00

Total legal services rendered

\$ 114,228.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050116091
 Matter Number: 58106-27

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	12.30	1,465.00	18,019.50
Christie M. Alcala	4.20	2,045.00	8,589.00
Jack N. Bernstein	26.80	1,895.00	50,786.00
Lindsey Blumenthal	6.00	1,525.00	9,150.00
Devon N. Chenelle	1.10	880.00	968.00
Alec Klimowicz	9.20	880.00	8,096.00
Colleen E. Mayer	11.00	880.00	9,680.00
Jeff Michalik	0.40	1,735.00	694.00
Joshua Raphael	3.30	1,195.00	3,943.50
Maayan Sachs	2.90	1,195.00	3,465.50
Matt Waldrep	0.70	1,195.00	836.50
TOTALS	77.90		\$ 114,228.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050116091
 Matter Number: 58106-27

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/15/25	Jack N. Bernstein	2.80	Review, analyze ERISA issues (1.0); review, analyze first day wages motion issues (1.8).
01/15/25	Alec Klimowicz	0.60	Review, analyze wages motion considerations re retirement (.3); correspond with L. Blumenthal re same (.1); correspond with A&M re same (.2).
01/16/25	Jack N. Bernstein	2.00	Review, analyze pension issues.
01/16/25	Alec Klimowicz	0.40	Conference with A&M re wages motion retirement issues (.1); review, analyze wages motion re same (.2); correspond with L. Blumenthal re same (.1).
01/16/25	Alec Klimowicz	0.20	Review, revise wages interim order.
01/17/25	Olivia Acuna	1.20	Correspond with Company, L. Blumenthal re employment matters (.4); correspond with A&M re same (.3); review, analyze CBA re same (.5).
01/17/25	Jack N. Bernstein	2.00	Review, analyze multiemployer pension issues (.7); analyze ERISA issues re same (1.3).
01/17/25	Alec Klimowicz	0.60	Review, analyze wages motion re noticing requirements (.5); correspond with F. George, K&E team re same (.1).
01/20/25	Olivia Acuna	1.20	Correspond with M. Waldrep, K&E team re employee considerations (.4); review, analyze agreements re same (.8).
01/20/25	Colleen E. Mayer	1.10	Review, analyze issues re CBA (.3); correspond with M. Sachs, K&E team re same (.8).
01/20/25	Matt Waldrep	0.20	Correspond with O. Acuna, K&E team re CBA.
01/21/25	Christie M. Alcala	0.80	Review, analyze labor-related matters re CBA.
01/21/25	Colleen E. Mayer	0.30	Correspond with C. Alcala, K&E team re staffing issues re CBA (.1); conference with C. Alcala re same (.2).
01/21/25	Matt Waldrep	0.20	Review, analyze CBA.
01/22/25	Olivia Acuna	0.20	Review, revise communications materials re employees.
01/22/25	Christie M. Alcala	0.80	Review, annotate employee communications.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050116091
 Matter Number: 58106-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/22/25	Jack N. Bernstein	1.90	Review, analyze ERISA issues (1.4); review, analyze multiemployer pension issues (.5).
01/22/25	Colleen E. Mayer	0.80	Review, revise WARN notice cover letter (.2); correspond with M. Sachs, K&E team re same (.3); correspond with M. Sachs re union layoff issue (.3).
01/22/25	Maayan Sachs	0.50	Research re WARN Act.
01/23/25	Christie M. Alcala	0.50	Prepare for telephone conference with Company re WARN-related matters (.2); telephone conference with Company re same (.3).
01/23/25	Jack N. Bernstein	1.00	Review, analyze multiemployer pension issues.
01/23/25	Lindsey Blumenthal	3.40	Review, analyze WARN-related issues (1.1); conference with Company re same (.5); conference with A&M re same (.5); coordinate WARN mailings (1.3).
01/23/25	Alec Klimowicz	3.70	Research re prepetition compensation issues.
01/23/25	Colleen E. Mayer	2.10	Correspond with M. Sachs re union layoff issue (.3); research re same (1.0); draft summary re same (.4); correspond with M. Sachs, K&E team re workforce issues (.4).
01/23/25	Maayan Sachs	0.90	Correspond with L. Blumenthal, K&E team re labor and employment matters (.2); research re WARN Act (.4); telephone conference with Company re labor and employment issues (.3).
01/25/25	Olivia Acuna	0.40	Correspond with Choate, Morgan Lewis, L. Blumenthal re employee matters (.2); review, analyze correspondence re same (.2).
01/25/25	Lindsey Blumenthal	1.40	Review, analyze employee release agreement.
01/25/25	Jeff Michalik	0.40	Correspond with L. Blumenthal re employee noncompete issues.
01/27/25	Olivia Acuna	0.30	Review, revise employee communication.
01/28/25	Lindsey Blumenthal	1.20	Review, analyze issues re WARN notices.
01/30/25	Christie M. Alcala	0.80	Review, revise employee communications.
01/30/25	Jack N. Bernstein	1.90	Review, analyze employee communication issues (.9); review, analyze ERISA issues (1.0).
01/30/25	Alec Klimowicz	0.40	Review, analyze wages final order (.3); correspond with J. Raphael re same (.1).

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050116091
 Matter Number: 58106-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
01/30/25	Colleen E. Mayer	1.80	Review, revise Company team member FAQ guidance (1.0); research re same (.2); correspond with M. Sachs, K&E team re same (.6).
01/30/25	Maayan Sachs	0.30	Review, revise transaction agreements re labor and employment issues.
01/31/25	Jack N. Bernstein	2.90	Review, annotate employee communications (1.9); review, analyze employee claim issues (1.0).
01/31/25	Alec Klimowicz	0.40	Review, analyze wages final order (.3); correspond with J. Raphael re same (.1).
02/03/25	Alec Klimowicz	0.30	Review, revise final wages order.
02/04/25	Alec Klimowicz	0.40	Review, revise final wages order.
02/04/25	Colleen E. Mayer	0.20	Correspond with J. Raphael re disclosure schedules.
02/04/25	Joshua Raphael	3.30	Correspond with L. Blumenthal, O. Acuna re comments to second day orders; review, revise same (1.7); review, analyze outstanding objections to second day orders (1.2); review, analyze noticing re pension (.1); correspond with A&M, K&E team re second day orders (.3).
02/05/25	Jack N. Bernstein	2.80	Review, analyze multiemployer pension and labor issues (.8); legal research re claim valuation (2.0).
02/06/25	Alec Klimowicz	0.80	Review, revise certificate of counsel re wages order.
02/07/25	Alec Klimowicz	0.80	Review, revise, and finalize, wages certificate of counsel.
02/08/25	Colleen E. Mayer	1.30	Review, revise agency agreements (.9); correspond with M. Sachs, K&E team re same (.4).
02/08/25	Maayan Sachs	0.30	Review, revise transaction agreements.
02/09/25	Christie M. Alcala	0.50	Review, revise proposed revisions to agency agreements re employment matters.
02/09/25	Colleen E. Mayer	0.20	Correspond with M. Sachs, K&E team re agency agreements.
02/12/25	Maayan Sachs	0.40	Review, revise transaction-related documents.
02/13/25	Olivia Acuna	0.30	Telephone conference with Company, L. Blumenthal, K&E team re employee issues.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050116091
 Matter Number: 58106-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/13/25	Jack N. Bernstein	2.80	Review, analyze union issues and related correspondences (1.2); review, analyze collective bargaining agreement and WARN issues re same (1.6).
02/13/25	Alec Klimowicz	0.40	Review, analyze union document request.
02/13/25	Matt Waldrep	0.30	Telephone conference with Company, L. Blumenthal, K&E team, advisors re union considerations.
02/14/25	Jack N. Bernstein	1.00	Review, revise draft union response.
02/14/25	Alec Klimowicz	0.20	Review, analyze union document request (.1); correspond with L. Blumenthal re same (.1).
02/19/25	Devon N. Chenelle	1.10	Research, analyze precedent re retention programs (1.0); correspond with L. Blumenthal re same (.1).
02/21/25	Christie M. Alcala	0.30	Review, revise draft employee communications.
02/21/25	Colleen E. Mayer	0.80	Review, revise WARN cover letters (.6); correspond with M. Sachs, K&E team re same (.2).
02/21/25	Maayan Sachs	0.10	Review, revise transaction-related documents.
02/22/25	Colleen E. Mayer	0.60	Review, analyze WARN cover letters (.2); correspond with M. Sachs, K&E team re same (.4).
02/22/25	Maayan Sachs	0.20	Review, revise WARN documents.
02/23/25	Colleen E. Mayer	0.20	Correspond with M. Sachs, K&E team re WARN notice cover letters.
02/24/25	Colleen E. Mayer	0.20	Review, analyze WARN notice cover letters.
02/25/25	Olivia Acuna	3.80	Review, revise WARN notices (1.4); review, revise WARN cover letters (1.1) correspond with Joele Frank, L. Blumenthal, Company, Kroll re same (1.3).
02/25/25	Jack N. Bernstein	2.90	Review, analyze labor issues and related union demands (1.4); review, analyze collective bargaining agreement re same (1.5).
02/26/25	Olivia Acuna	1.90	Correspond with Company, labor counsel, Kroll, L. Blumenthal re WARN notices (1.1); review, analyze various documents re same (.4); correspond with L. Blumenthal, K&E team re CBA (.4).
02/26/25	Jack N. Bernstein	1.00	Review, analyze labor issues.
02/26/25	Colleen E. Mayer	0.20	Review, analyze WARN notice cover letters.

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050116091
 Matter Number: 58106-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
02/27/25	Olivia Acuna	1.40	Review, revise WARN notice communications (.6); correspond with Kroll, Company re WARN notice distribution (.7); telephone conference with Kroll re same (.1).
02/27/25	Christie M. Alcala	0.50	Review, revise draft employee communications.
02/27/25	Colleen E. Mayer	1.20	Review, analyze WARN talking points (.5); correspond with M. Sachs, K&E team re same (.7).
02/27/25	Maayan Sachs	0.20	Review, revise WARN related documents.
02/28/25	Olivia Acuna	1.60	Telephone conference with Company, L. Blumenthal, K&E team, A&M re CBA (.6); prepare re same (.4); review, revise response to union re information requests (.6).
02/28/25	Jack N. Bernstein	1.80	Review, analyze labor and pension issues (1.0); review, analyze collective bargaining agreement re same (.8).
Total		77.90	

March 2025

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117862
Client Matter: 58106-4

In the Matter of Corporate & Governance Matters

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 24,472.50

Total legal services rendered

\$ 24,472.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Corporate & Governance Matters

Invoice Number: 1050117862
Matter Number: 58106-4

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	3.80	1,465.00	5,567.00
Lindsey Blumenthal	3.30	1,525.00	5,032.50
Fredrica George	3.90	1,065.00	4,153.50
Rob Soneson	10.70	685.00	7,329.50
Matt Waldrep	2.00	1,195.00	2,390.00
TOTALS	23.70		\$ 24,472.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Corporate & Governance Matters

Invoice Number: 1050117862
Matter Number: 58106-4

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/25	Rob Soneson	2.40	Prepare intellectual property security interest releases with United States Patent and Trademark Office and United States Copyright Office (1.2); file same (.8); correspond with B. Kovach re same (.4).
03/03/25	Rob Soneson	6.90	Prepare intellectual property security interest releases with United States Patent and Trademark Office and United States Copyright Office (5.5); file same (.9); correspond with B. Kovach re confirmation of filing re same (.5).
03/05/25	Lindsey Blumenthal	2.40	Coordinate organization of corporate activities post-sale.
03/05/25	Rob Soneson	1.40	Prepare intellectual property security interest releases with United States Patent and Trademark Office and United States Copyright Office (.8); file same (.2); correspond with B. Kovach re confirmation of filing re same (.4).
03/21/25	Lindsey Blumenthal	0.90	Review, analyze re winddown activities.
03/25/25	Olivia Acuna	0.40	Draft board resolutions (.3); correspond with F. George re same (.1).
03/25/25	Fredrica George	2.90	Draft, revise board resolutions.
03/25/25	Matt Waldrep	2.00	Review, revise draft board resolutions (1.1); review, analyze Company documents re same (.5); correspond with F. George, K&E team re same (.4).
03/26/25	Olivia Acuna	2.90	Review, revise board resolutions (2.4); correspond with M. Waldrep, K&E team re same (.5).
03/26/25	Fredrica George	0.50	Review, revise board resolutions.
03/27/25	Olivia Acuna	0.50	Correspond with J. Bernstein, K&E team re board resolutions (.2); review, revise re same (.2); correspond with Company re same (.1).
03/27/25	Fredrica George	0.50	Review, revise board resolution.
Total		23.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117863

Client Matter: 58106-5

In the Matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 120,682.50

Total legal services rendered

\$ 120,682.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.

Invoice Number: 1050117863
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	4.40	1,465.00	6,446.00
Lindsey Blumenthal	7.40	1,525.00	11,285.00
Kaitlan Donahue	24.70	880.00	21,736.00
Fredrica George	4.70	1,065.00	5,005.50
Alec Klimowicz	12.80	880.00	11,264.00
Christian Mancino	3.10	395.00	1,224.50
Jeff Michalik	6.50	1,735.00	11,277.50
Anup Sathy, P.C.	9.40	2,595.00	24,393.00
Nick Stratman	3.00	1,065.00	3,195.00
Matt Waldrep	20.80	1,195.00	24,856.00
TOTALS	96.80		\$ 120,682.50

Legal Services for the Period Ending March 31, 2025

Invoice Number:

1050117863

JOANN Inc.

Matter Number:

58106-5

Disclosure Statement/Plan/Confirmation

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Olivia Acuna	0.60	Review, revise disclosure statement motion.
03/03/25	Jeff Michalik	0.60	Analyze issues re liquidation analysis.
03/03/25	Anup Sathy, P.C.	1.20	Review and analyze post-closing wind down issues re plan.
03/03/25	Anup Sathy, P.C.	0.90	Analyze landlord matters re wind down issues re plan.
03/03/25	Nick Stratman	0.40	Review, revise disclosure statement.
03/04/25	Olivia Acuna	1.90	Correspond with UCC re plan (.4); review, revise disclosure statement motion (1.5).
03/04/25	Jeff Michalik	0.90	Analyze issues re plan process and strategy.
03/04/25	Anup Sathy, P.C.	0.70	Analyze plan strategies re term loan issues.
03/04/25	Nick Stratman	1.20	Review, revise disclosure statement.
03/05/25	Olivia Acuna	0.40	Correspond with UCC re plan.
03/05/25	Anup Sathy, P.C.	1.20	Analyze plan strategies re term loan lenders.
03/05/25	Anup Sathy, P.C.	0.50	Analyze landlord issues re winddown.
03/05/25	Anup Sathy, P.C.	0.40	Review and analyze claims pool re plan voting.
03/05/25	Nick Stratman	0.80	Draft, revise disclosure statement.
03/06/25	Olivia Acuna	0.30	Correspond with M. Waldrep re plan issue (.2); analyze plan provision re same (.1).
03/06/25	Kaitlan Donahue	2.40	Research re plan supplement (1.4); draft summary re same (.8); correspond with M. Waldrep re same (.2).
03/06/25	Alec Klimowicz	2.70	Research disclosure statement motion precedent (1.8); review, revise disclosure statement motion (.9).
03/06/25	Christian Mancino	0.80	Prepare, compile confirmation brief.
03/06/25	Anup Sathy, P.C.	0.70	Review and analyze plan strategies.
03/06/25	Matt Waldrep	1.60	Research re plan supplement (.3); review, analyze plan (.2); draft summary re plan, disclosure statement, confirmation documents (.7); correspond with O. Acuna, K&E team re plan, disclosure statement (.2); review, analyze disclosure statement motion (.2).
03/07/25	Christian Mancino	2.30	Revise, compile confirmation order (1.4); revise, compile confirmation brief (.9).
03/07/25	Anup Sathy, P.C.	0.50	Analyze plan issues re term loan lenders.

Legal Services for the Period Ending March 31, 2025
JOANN Inc.

Invoice Number: 1050117863
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/25	Nick Stratman	0.60	Revise disclosure statement.
03/07/25	Matt Waldrep	0.40	Correspond with N. Statman re disclosure statement (.2); review, analyze plan supplement research (.1); review, revise disclosure statement motion (.1).
03/10/25	Fredrica George	1.00	Review, revise disclosure statement exhibits.
03/10/25	Matt Waldrep	1.30	Review, revise disclosure statement motion (1.0); research re liquidation analysis (.2); correspond with L. Blumenthal, K&E team re same (.1).
03/11/25	Lindsey Blumenthal	3.10	Review, analyze issues re disclosure statement (2.4); conference with J. Michalik re same (.6); correspond with M. Waldrep re same (.1).
03/11/25	Kaitlan Donahue	4.10	Draft confirmation order.
03/11/25	Fredrica George	2.40	Review, revise disclosure statement exhibits.
03/11/25	Alec Klimowicz	8.20	Research re liquidation analysis (3.5); research re plan calculation (.8); conference with M. Waldrep re same (.9); review, analyze sale order (.4); research confirmation brief precedent (.7); draft research summary re liquidation analysis (1.9).
03/11/25	Jeff Michalik	1.90	Analyze plan and disclosure statement strategy (1.3); conference with L. Blumenthal re same (.6).
03/11/25	Anup Sathy, P.C.	0.40	Review and analyze plan issues.
03/11/25	Matt Waldrep	7.60	Review, revise disclosure statement motion (1.6); telephone conference with O. Acuna re document retention provisions (.1); research re same (1.1); research re liquidation analysis (1.5); correspond with A. Klimowicz re same (.5); conference with A. Klimowicz re same (.9); draft, revise summary re same (1.5); correspond with O. Acuna, K&E team re plan issues (.4).
03/12/25	Olivia Acuna	1.20	Correspond with M. Waldrep re plan language (.4); telephone conference with M. Waldrep re same (.3); telephone conference with A&M team re same (.5).
03/12/25	Lindsey Blumenthal	1.40	Correspond with Company re winddown activities (.4); review, analyze issues re same (1.0).
03/12/25	Kaitlan Donahue	2.80	Draft confirmation order.

Legal Services for the Period Ending March 31, 2025

Invoice Number:

1050117863

JOANN Inc.

Matter Number:

58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/25	Alec Klimowicz	0.30	Draft liquidation analysis research summary.
03/12/25	Anup Sathy, P.C.	0.80	Analyze plan issues re term loan.
03/12/25	Matt Waldrep	1.70	Correspond with L. Blumenthal, K&E team, A&M re wind-down transactions (.4); correspond with ArentFox, L. Blumenthal, K&E team, A&M re cash collateral invoices (.2); review, analyze sale order (.3); correspond with L. Blumenthal, K&E team re document retention policy (.3); research re confirmation issues (.2); telephone conference with O. Acuna re document retention policy (.3).
03/13/25	Lindsey Blumenthal	1.00	Correspond with Company re corporate winddown processes and costs (.9); conference with N. Haughey re same (.1).
03/13/25	Kaitlan Donahue	1.80	Draft confirmation order.
03/14/25	Anup Sathy, P.C.	0.50	Analyze plan issues re voting classes.
03/17/25	Lindsey Blumenthal	0.50	Conference with Company re winddown activities, healthcare plan winddown.
03/17/25	Alec Klimowicz	1.60	Review, revise disclosure statement motion (1.4); correspond with M. Waldrep re same (.2).
03/17/25	Anup Sathy, P.C.	0.80	Review and analyze plan strategies.
03/17/25	Matt Waldrep	1.50	Review, revise disclosure statement motion (1.3); correspond with L. Blumenthal, A&M re wind down expenses (.1); research re disclosure statement exhibits (.1).
03/18/25	Kaitlan Donahue	2.60	Draft confirmation brief.
03/18/25	Anup Sathy, P.C.	0.80	Analyze plan strategies and timeline.
03/18/25	Matt Waldrep	1.00	Review, revise disclosure statement exhibits.
03/19/25	Lindsey Blumenthal	1.40	Correspond with Company re winddown activities and timeline (1.0); conference with N. Haughey re same (.4).
03/19/25	Fredrica George	0.60	Review, revise disclosure statement exhibits.
03/19/25	Matt Waldrep	0.10	Correspond with F. George re disclosure statement exhibits.
03/20/25	Kaitlan Donahue	1.00	Draft confirmation brief.
03/20/25	Jeff Michalik	0.80	Conference with L. Blumenthal, K&E, A&M teams re wind down planning, liquidation analysis.

Legal Services for the Period Ending March 31, 2025
JOANN Inc.

Invoice Number: 1050117863
Matter Number: 58106-5

Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/25	Matt Waldrep	0.60	Conference with L. Blumenthal, K&E team, A&M re confirmation issues.
03/21/25	Jeff Michalik	0.30	Analyze outstanding plan and disclosure statement issues.
03/21/25	Matt Waldrep	0.20	Review, analyze draft confirmation order.
03/24/25	Matt Waldrep	0.30	Review, revise draft confirmation order.
03/25/25	Kaitlan Donahue	2.90	Draft confirmation brief.
03/25/25	Fredrica George	0.70	Analyze precedent plans re self-insured retention language.
03/25/25	Matt Waldrep	0.50	Correspond with O. Acuna, K&E team re confirmation issues (.2); review, revise draft confirmation order (.3).
03/26/25	Kaitlan Donahue	3.20	Draft confirmation brief.
03/26/25	Jeff Michalik	1.20	Review and analyze plan strategy, timeline.
03/26/25	Matt Waldrep	1.30	Review, revise draft confirmation order.
03/27/25	Kaitlan Donahue	2.10	Draft confirmation brief.
03/27/25	Matt Waldrep	2.70	Review, revise draft confirmation order.
03/31/25	Kaitlan Donahue	1.80	Analyze, revise confirmation order.
03/31/25	Jeff Michalik	0.80	Analyze plan and disclosure statement strategy.
Total		96.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117864

Client Matter: 58106-6

In the Matter of Cash Collateral

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 8,427.50

Total legal services rendered

\$ 8,427.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Cash Collateral

Invoice Number: 1050117864
Matter Number: 58106-6

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alec Klimowicz	0.60	880.00	528.00
Peter Ott	0.70	1,725.00	1,207.50
Matt Waldrep	5.60	1,195.00	6,692.00
TOTALS	6.90		\$ 8,427.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Cash Collateral

Invoice Number: 1050117864
 Matter Number: 58106-6

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Peter Ott	0.20	Correspond with A. Veit, K&E team re post-closing ABL payoff items re post-closing ABL payoff items.
03/04/25	Peter Ott	0.30	Correspond with A. Veit, K&E team re post-closing ABL payoff items.
03/04/25	Matt Waldrep	0.20	Correspond with L. Blumenthal, K&E team re variance reporting.
03/05/25	Matt Waldrep	1.20	Correspond with L. Blumenthal, K&E team re cash collateral estimate (.4); draft, revise summary re same (.5); correspond with A&M, L. Blumenthal re cash collateral order (.2); review, analyze same (.1).
03/06/25	Matt Waldrep	0.10	Correspond with L. Blumenthal, A&M re cash collateral invoices.
03/07/25	Matt Waldrep	0.50	Correspond with L. Blumenthal, K&E team, ArentFox re cash collateral invoices.
03/10/25	Matt Waldrep	0.30	Correspond with L. Blumenthal, K&E team, Company re cash collateral order.
03/12/25	Peter Ott	0.20	Coordinate re post-closing ABL payoff items.
03/12/25	Matt Waldrep	0.90	Correspond with L. Blumenthal, K&E team, A&M re cash collateral invoices (.5); review, revise summary re same (.4).
03/17/25	Matt Waldrep	0.10	Correspond with L. Blumenthal, A&M re cash collateral invoices.
03/19/25	Matt Waldrep	1.40	Correspond with L. Blumenthal, K&E team re cash collateral estimates (.2); review, revise summary re same (.9); review, analyze cash collateral order (.1); telephone conference with A&M re cash collateral budget (.1); correspond with K. Meyer, K&E team re same (.1).
03/20/25	Alec Klimowicz	0.60	Review, analyze cash collateral order (.4); correspond with ArentFox, L. Blumenthal, M. Waldrep re same (.2).
03/20/25	Matt Waldrep	0.30	Review, analyze cash collateral order, motion re proofs of claim.
03/24/25	Matt Waldrep	0.10	Correspond with L. Blumenthal, A&M re cash collateral invoices.
03/25/25	Matt Waldrep	0.20	Correspond with A&M, L. Blumenthal re cash collateral order.

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Cash Collateral

Invoice Number: 1050117864
Matter Number: 58106-6

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/25	Matt Waldrep	0.30	Review, revise summary re cash collateral invoices (.2); correspond with L. Blumenthal, K&E team, A&M re same (.1).
Total		6.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117865

Client Matter: 58106-7

In the Matter of Cash Management

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 3,505.00

Total legal services rendered

\$ 3,505.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Cash Management

Invoice Number: 1050117865
Matter Number: 58106-7

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anup Sathy, P.C.	0.70	2,595.00	1,816.50
Nick Stratman	0.80	1,065.00	852.00
Matt Waldrep	0.70	1,195.00	836.50
TOTALS	2.20		\$ 3,505.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Cash Management

Invoice Number: 1050117865
 Matter Number: 58106-7

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/25	Anup Sathy, P.C.	0.70	Review, analyze post-closing issues re wind down budget.
03/20/25	Nick Stratman	0.80	Review, analyze cash management order re invoice issue.
03/20/25	Matt Waldrep	0.60	Review, analyze cash management motion, order (.3); correspond with L. Blumenthal, K&E team re same (.2); telephone conference with A&M team re same (.1).
03/21/25	Matt Waldrep	0.10	Correspond with A&M team, L. Blumenthal, K&E team, Wells Fargo re cash management order.
Total		2.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117866

Client Matter: 58106-8

In the Matter of Automatic Stay Issues

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 2,000.50

Total legal services rendered

\$ 2,000.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Automatic Stay Issues

Invoice Number: 1050117866
Matter Number: 58106-8

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.40	1,465.00	586.00
Lindsey Blumenthal	0.70	1,525.00	1,067.50
Jeff Michalik	0.20	1,735.00	347.00
TOTALS	1.30		\$ 2,000.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Automatic Stay Issues

Invoice Number: 1050117866
 Matter Number: 58106-8

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Olivia Acuna	0.40	Correspond with CS team, Company, J. Michalik re lift stay motions.
03/03/25	Lindsey Blumenthal	0.70	Review, analyze automatic stay responses.
03/03/25	Jeff Michalik	0.20	Analyze automatic stay issues.
Total		1.30	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117893

Client Matter: 58106-9

In the Matter of Asset Sales/Section 363/Use, Sale, & Disposition of Property

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 17,108.50

Total legal services rendered

\$ 17,108.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050117893
 Matter Number: 58106-9

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	3.10	1,465.00	4,541.50
Fredrica George	2.40	1,065.00	2,556.00
Ben Kovach	0.90	1,195.00	1,075.50
Kelly Meyer	2.00	1,065.00	2,130.00
Jeff Michalik	0.30	1,735.00	520.50
Anup Sathy, P.C.	0.50	2,595.00	1,297.50
Aparna Yenamandra, P.C.	2.50	1,995.00	4,987.50
TOTALS	11.70		\$ 17,108.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050117893
 Matter Number: 58106-9

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Ben Kovach	0.30	Review and analyze intellectual property schedules.
03/03/25	Aparna Yenamandra, P.C.	1.00	Correspond with A&M team and Company re various post sale matters, minority equity investments.
03/04/25	Ben Kovach	0.30	Review and analyze intellectual property schedules.
03/06/25	Fredrica George	1.80	Review, revise 9019 motion re settlement agreement.
03/10/25	Fredrica George	0.40	Review, revise 9019 motion re settlement agreement.
03/12/25	Olivia Acuna	0.70	Analyze NDAs (.6); correspond with K. Meyer re same (.1).
03/12/25	Fredrica George	0.10	Correspond with O. Acuna, J. Raphael re gift card termination.
03/12/25	Kelly Meyer	1.00	Review, analyze executed NDAs (.9); correspond with L. Blumenthal, K&E team, Company re same (.1).
03/12/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with A&M team, Company re post sale matters.
03/13/25	Kelly Meyer	1.00	Correspond with L. Blumenthal re same (.5); correspond with Company re NDAs (.5).
03/13/25	Jeff Michalik	0.30	Correspond with purchaser re post-closing asset sales.
03/17/25	Fredrica George	0.10	Correspond with settlement party re 9019 motion.
03/18/25	Olivia Acuna	0.40	Telephone conference with A&M team re sale order, agency agreement.
03/18/25	Ben Kovach	0.30	Review and analyze intellectual property schedules.
03/19/25	Olivia Acuna	0.40	Analyze sale order re UCC settlement.
03/20/25	Olivia Acuna	1.20	Correspond with L. Blumenthal, A&M team re agency agreement (.5); telephone conference with A&M team re same (.3); analyze same (.4).
03/21/25	Olivia Acuna	0.40	Telephone conference with L. Blumenthal, purchaser re operations.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Asset Sales/Section 363/Use, Sale, & Disposition of
 Property

Invoice Number: 1050117893
 Matter Number: 58106-9

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/25	Aparna Yenamandra, P.C.	0.50	Correspond with Company re post-closing matters.
03/28/25	Anup Sathy, P.C.	0.50	Review and analyze post-sale issues re landlords.
03/28/25	Aparna Yenamandra, P.C.	0.50	Correspond with J. Michalik and K&E team re MI state enforcement matters.
Total		11.70	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117894
Client Matter: 58106-10

In the Matter of Executory Contracts & Unexpired Leases

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 87,868.50

Total legal services rendered

\$ 87,868.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050117894
 Matter Number: 58106-10

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	7.60	1,465.00	11,134.00
Lindsey Blumenthal	4.90	1,525.00	7,472.50
Fredrica George	0.30	1,065.00	319.50
Christian Mancino	0.10	395.00	39.50
Kelly Meyer	35.60	1,065.00	37,914.00
Jeff Michalik	0.30	1,735.00	520.50
Anup Sathy, P.C.	3.80	2,595.00	9,861.00
Nick Stratman	0.50	1,065.00	532.50
Matt Waldrep	15.40	1,195.00	18,403.00
James Ziemba	1.90	880.00	1,672.00
TOTALS	70.40		\$ 87,868.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Executory Contracts & Unexpired Leases

Invoice Number: 1050117894
 Matter Number: 58106-10

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/25	Anup Sathy, P.C.	0.40	Review and analyze landlord issues re post-closing obligations.
03/03/25	James Ziemba	0.20	Correspond with O. Acuna re Creativebug contract.
03/04/25	Olivia Acuna	0.10	Analyze landlord correspondence re leases.
03/04/25	Olivia Acuna	0.30	Correspond with M. Waldrep re executory contract.
03/04/25	Lindsey Blumenthal	0.60	Correspond with landlords re leases.
03/04/25	Kelly Meyer	6.40	Draft designation rights procedures motion (3.0); review, analyze precedent re same (3.4).
03/04/25	Matt Waldrep	2.30	Review, analyze executory contract (.2); research re same (1.9); correspond with O. Acuna, K&E team re same (.2).
03/04/25	Matt Waldrep	0.20	Conference with K. Meyer re designation rights.
03/05/25	Olivia Acuna	0.60	Telephone conference with K. Meyer, L. Blumenthal re lease designation rights.
03/05/25	Lindsey Blumenthal	1.40	Review, analyze lease designation issues (.8); conference with K. Meyer re same (.6).
03/05/25	Kelly Meyer	2.30	Review, analyze designation rights precedent (1.6); correspond with L. Blumenthal, K&E team re same (.3); conference with L. Blumenthal, K&E team re same (.4).
03/05/25	James Ziemba	1.20	Correspond with O. Acuna and L. Blumenthal re Creativebug contract (.3); revise rejection notice (.9).
03/06/25	Christian Mancino	0.10	Compile precedent re designation rights procedures.
03/06/25	Kelly Meyer	5.00	Review, analyze designation rights precedent (3.8); correspond with L. Blumenthal, K&E team re same (1.2).
03/06/25	James Ziemba	0.30	Revise rejection notice.
03/07/25	Olivia Acuna	0.40	Correspond with CS team re leases (.2); telephone conference with purchaser, L. Blumenthal, CS team re lease status, next steps (.2).

Legal Services for the Period Ending March 31, 2025

Invoice Number:

1050117894

JOANN Inc.

Matter Number:

58106-10

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/25	Olivia Acuna	2.60	Correspond with M. Waldrep re executory contract (.6); analyze executory contracts re payments (.9); telephone conference with M. Waldrep re same, obligations under contract (.5); telephone conference with A&M team re executory contract (.2); correspond with Company, A&M team re same (.4).
03/10/25	Lindsey Blumenthal	1.00	Analyze issues re contract rejection.
03/10/25	Anup Sathy, P.C.	0.50	Review, analyze lease designation issues.
03/10/25	Matt Waldrep	1.20	Research re executory contracts (.6); correspond with N. Anderson, K&E team re same (.6).
03/11/25	Olivia Acuna	0.20	Correspond with A&M team, L. Blumenthal, K. Meyer re rejection notices.
03/11/25	Kelly Meyer	0.30	Review, analyze contract procedures (.1); correspond with A&M team re same (.2).
03/12/25	Fredrica George	0.30	Correspond with opposing counsel re CAM reconciliation.
03/12/25	Kelly Meyer	1.10	Correspond with M. Waldrep, K&E team re contract counterparties outreach (.6); review, analyze documents re same (.5).
03/12/25	Matt Waldrep	1.80	Research re motion to seal executory contract (1.5); correspond with O. Acuna, K&E team re same (.3).
03/13/25	Kelly Meyer	0.70	Correspond with contract counterparties re sale process, designation procedures.
03/14/25	Kelly Meyer	0.50	Review, analyze contract procedures (.3); correspond with A&M re same (.2).
03/14/25	Anup Sathy, P.C.	0.40	Review, analyze wind down issues re landlord matters
03/16/25	Matt Waldrep	0.10	Review, analyze motion to compel stub rent payment.
03/17/25	Jeff Michalik	0.30	Review and analyze issues re unexpired leases, rent.
03/17/25	Matt Waldrep	0.10	Correspond with L. Blumenthal, landlord counsel re lease.
03/18/25	Olivia Acuna	0.20	Correspond with UCC re leases.
03/18/25	Matt Waldrep	0.20	Correspond with O. Acuna, CS team re executory contract.
03/19/25	Olivia Acuna	0.80	Telephone conference with K. Meyer re lease rejections (.5); analyze assumption, rejection procedures (.3).

Legal Services for the Period Ending March 31, 2025

Invoice Number:

1050117894

JOANN Inc.

Matter Number:

58106-10

Executory Contracts & Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/19/25	Kelly Meyer	3.60	Telephone conference with O. Acuna re rejection process (.5); review, revise rejection notice re same (2.7); correspond with A&M team re same (.4).
03/19/25	Anup Sathy, P.C.	0.50	Review, analyze landlord issues.
03/19/25	James Ziemba	0.20	Correspond with O. Acuna and K. Meyer re rejection notice.
03/20/25	Kelly Meyer	4.80	Review, revise rejection notices (3.8); correspond with O. Acuna, K&E team re same (.9); telephone conference with A&M team re same (.1).
03/20/25	Matt Waldrep	0.80	Review, analyze motion to compel (.4); correspond with L. Blumenthal, K&E team, A&M team, CS re same (.3); telephone conference with A&M team re same (.1).
03/21/25	Olivia Acuna	1.10	Review, revise contract rejection notice (.5); correspond with K. Meyer re same (.3); analyze procedures re same (.3).
03/21/25	Kelly Meyer	1.10	Review, revise rejection notices (.8); correspond with A&M team, O. Acuna, K&E team re same (.3).
03/21/25	Anup Sathy, P.C.	0.50	Review, analyze landlord issues re wind down.
03/21/25	Matt Waldrep	0.70	Correspond with A&M team, L. Blumenthal, K&E team re motion to compel.
03/24/25	Kelly Meyer	0.40	Correspond with A&M team, L. Blumenthal, K&E team re rejection notices.
03/24/25	Anup Sathy, P.C.	0.50	Review, analyze landlord issues.
03/24/25	Matt Waldrep	3.70	Review, analyze contract re executory status (.6); research re same (1.7); draft summary re same (.8); correspond with A&M team, L. Blumenthal, K&E team re same (.5); telephone conference with A&M team re same (.1).
03/25/25	Olivia Acuna	0.30	Correspond with K. Meyer re rejection notice (.2); correspond with Kroll team, L. Blumenthal re same (.1).
03/25/25	Lindsey Blumenthal	1.50	Correspond with landlords, contract counterparties re status (1.2); correspond with O. Acuna, K. Meyer re same (.3).

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Executory Contracts & Unexpired Leases

Invoice Number: 1050117894
Matter Number: 58106-10

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/25	Kelly Meyer	3.40	Conference with L. Blumenthal re rejection notices (.3); conference with N. Stratman re same (.3); review, revise rejection notices (2.1); correspond with A&M team re same (.3); correspond with UCC, GA Group, Cole Schotz team re same (.4).
03/25/25	Anup Sathy, P.C.	0.50	Review, analyze wind down issues re landlord claims.
03/25/25	Nick Stratman	0.50	Conference with K. Meyer re rejection schedules (.3); review, analyze same (.2).
03/25/25	Matt Waldrep	2.50	Telephone conference with Company, CS team, A&M team re same (.7); review, analyze executory contract (.4); correspond with N. Anderson, K&E team re same (.6); telephone conference with Company, A&M team re same (.6); telephone conference with A&M team re same (.1); correspond with K. Meyer re rejection notices (.1).
03/26/25	Olivia Acuna	1.00	Review, revise rejection notices (.6); correspond with UCC re leases (.2); correspond with landlord re lease rejection inquiry (.2).
03/26/25	Lindsey Blumenthal	0.40	Correspond with K. Meyer, K&E team re rejection notices.
03/26/25	Kelly Meyer	1.30	Review, revise rejection notices (1); telephone conference with Kroll team re same (.1); telephone conference with A&M team re same (.1); telephone conference with L. Blumenthal re same (.1).
03/28/25	Kelly Meyer	0.90	Correspond with A&M team, L. Blumenthal, K&E team re rejection notices (.3); review, revise rejection notices (.6).
03/31/25	Kelly Meyer	3.80	Review, revise rejection notices (3.1); correspond with L. Blumenthal, K&E team, Cole Schotz team, GA Group, UCC re same (.4); correspond with A&M team re same (.3).
03/31/25	Anup Sathy, P.C.	0.50	Analyze wind down issues re lease matters.
03/31/25	Matt Waldrep	1.80	Research re executory contracts (1.5); telephone conference with A&M team re same (.1); correspond with O. Acuna, K&E team re same (.2).
Total		70.40	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117895
Client Matter: 58106-11

In the Matter of Business Operations

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 17,617.50

Total legal services rendered

\$ 17,617.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Business Operations

Invoice Number: 1050117895
Matter Number: 58106-11

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	8.70	1,465.00	12,745.50
Jeff Michalik	0.60	1,735.00	1,041.00
Anup Sathy, P.C.	1.30	2,595.00	3,373.50
Michael C. Whalen	0.30	1,525.00	457.50
TOTALS	10.90		\$ 17,617.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Business Operations

Invoice Number: 1050117895
 Matter Number: 58106-11

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Olivia Acuna	0.10	Telephone conference with Company, M. Whalen re business operations, status.
03/03/25	Michael C. Whalen	0.30	Conference with O. Acuna, Company re business operations, status.
03/06/25	Anup Sathy, P.C.	0.50	Review and analyze post-closing landlord matters.
03/11/25	Olivia Acuna	2.40	Research re document retention (.8); telephone conference with M. Waldrep re same (.2); telephone conference with Z. Manning re same (.4); analyze policies re same (1.0).
03/12/25	Olivia Acuna	0.80	Correspond with A&M team, M. Waldrep re document retention (.5); telephone conference with E. Frejka re same (.3).
03/13/25	Anup Sathy, P.C.	0.80	Analyze wind down issues re suppliers.
03/14/25	Olivia Acuna	0.20	Telephone conference with Great American team re operations.
03/17/25	Olivia Acuna	0.60	Telephone conference with Joann team, L. Blumenthal re operations, status update.
03/19/25	Olivia Acuna	2.70	Telephone conference with M. Waldrep re customs fees (.4); telephone conference with N. Anderson re same (.4); telephone conference with A&M, N. Anderson re same (.5); research re same (1.4).
03/20/25	Olivia Acuna	0.30	Telephone conference with A&M, Company re operations.
03/21/25	Olivia Acuna	0.20	Telephone conference with M. Waldrep, A&M team re operational considerations.
03/24/25	Olivia Acuna	0.80	Telephone conference with Company, M. Whalen, L. Blumenthal re operations, case status (.5); prepare re same (.3).
03/28/25	Olivia Acuna	0.40	Telephone conference with L. Blumenthal, CS, GA team re operations.
03/28/25	Jeff Michalik	0.60	Analyze issues re gift card discontinuation.
03/31/25	Olivia Acuna	0.20	Correspond with Company re document retention policy.
Total		10.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117896

Client Matter: 58106-12

In the Matter of Claims Administration

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 29,720.00

Total legal services rendered

\$ 29,720.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Claims Administration

Invoice Number: 1050117896
Matter Number: 58106-12

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	9.90	1,465.00	14,503.50
Lindsey Blumenthal	1.00	1,525.00	1,525.00
Anup Sathy, P.C.	0.40	2,595.00	1,038.00
Matt Waldrep	0.50	1,195.00	597.50
James Ziemba	13.70	880.00	12,056.00
TOTALS	25.50		\$ 29,720.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Claims Administration

Invoice Number: 1050117896
 Matter Number: 58106-12

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/25	Anup Sathy, P.C.	0.40	Review and analyze post-closing issues re administrative claim payments.
03/03/25	Olivia Acuna	1.90	Review, revise bar date order re comments (1.3); correspond with J. Raphael re same (.6).
03/03/25	James Ziemba	3.60	Correspond with J. Raphael and O. Acuna re bar date comments (1.9); revise bar date order re same (1.7).
03/04/25	Olivia Acuna	1.00	Correspond with J. Raphael, CS team, L. Blumenthal re bar date order comments (.4); analyze precedent re same (.6).
03/04/25	James Ziemba	4.90	Revise bar date order (1.7); prepare bar date order COC (1.5); correspond with J. Raphael, O. Acuna and A&M team re same (1.7).
03/05/25	Olivia Acuna	0.80	Correspond with Kroll team re claims (.2); correspond with J. Raphael, J. Ziemba re bar date order (.4); telephone conference with Kroll team re bar date notice, claims process (.2).
03/05/25	James Ziemba	3.40	Revise bar date motion (.7); correspond with O. Acuna and K&E team, Kroll team, A&M team re bar date order and related service (1.4); review and revise bar date notice cover letter (1.2); correspond with J. Raphael and O. Acuna re same (.1).
03/06/25	James Ziemba	0.60	Draft correspondence with A&M team re bar date order and related considerations.
03/07/25	James Ziemba	0.20	Correspond with S. Golden and K&E team re bar date publication notice.
03/10/25	James Ziemba	0.40	Correspond with S. Golden, CS team re bar date notice affidavit of publication (.2); correspond with J. Raphael, Great American team re bar date notice website banner (.2).
03/13/25	Olivia Acuna	0.80	Analyze, revise proposed claim reconciliation process.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Claims Administration

Invoice Number: 1050117896
 Matter Number: 58106-12

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/25	Olivia Acuna	1.60	Telephone conference with A&M team re claim reconciliation (.5); telephone conference with UCC, A&M team, L. Blumenthal re claim reconciliation (.3); correspond with A&M team, Kroll re same (.4); revise proposed reconciliation process (.4).
03/14/25	Lindsey Blumenthal	1.00	Conference with UCC re 503(b)(9) procedures (.5); review, revise same (.5).
03/17/25	Olivia Acuna	0.60	Correspond with A&M team re claim reconciliation (.2); telephone conference with A&M team re same (.4).
03/19/25	Olivia Acuna	0.90	Correspond with J. Michalik, F. George re noticing (.3); correspond with A&M team, UCC re claims reconciliation (.6).
03/24/25	Olivia Acuna	1.00	Research re 503(b)(9) claims (.7); correspond with A&M team re same (.3).
03/25/25	Olivia Acuna	0.60	Telephone conference with L. Blumenthal re 503(b)(9) process (.4); prepare for same (.2).
03/25/25	Matt Waldrep	0.50	Correspond with N. Anderson, K&E team re bar date order.
03/25/25	James Ziemba	0.60	Correspond with O. Acuna and K&E team re bar date order inquiry.
03/26/25	Olivia Acuna	0.30	Correspond with CS team, J. Ziemba re bar date inquiry.
03/28/25	Olivia Acuna	0.40	Telephone conference with L. Blumenthal re 503(b)(9) reconciliation (.2); draft proposed process re same (.2).
Total		25.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117897

Client Matter: 58106-14

In the Matter of Creditor and Stakeholder Communications

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 1,398.00

Total legal services rendered

\$ 1,398.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Creditor and Stakeholder Communications

Invoice Number: 1050117897
Matter Number: 58106-14

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.60	1,465.00	879.00
Josh Sussberg, P.C.	0.20	2,595.00	519.00
TOTALS	0.80		\$ 1,398.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Creditor and Stakeholder Communications

Invoice Number: 1050117897
 Matter Number: 58106-14

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/05/25	Olivia Acuna	0.60	Review, revise bar date communications materials (.3); correspond with J. Raphael, J. Ziemba re same (.3).
03/12/25	Josh Sussberg, P.C.	0.10	Correspond with creditors re case inquiries.
03/13/25	Josh Sussberg, P.C.	0.10	Correspond with creditors re case inquiries.
Total		0.80	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117899

Client Matter: 58106-17

In the Matter of Insurance and Surety Matters

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 10,975.50

Total legal services rendered

\$ 10,975.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Insurance and Surety Matters

Invoice Number: 1050117899
Matter Number: 58106-17

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	4.10	1,465.00	6,006.50
Devon N. Chenelle	0.10	880.00	88.00
William T. Pruitt	0.20	1,895.00	379.00
Nick Stratman	0.30	1,065.00	319.50
Matt Waldrep	3.50	1,195.00	4,182.50
TOTALS	8.20		\$ 10,975.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Insurance and Surety Matters

Invoice Number: 1050117899
Matter Number: 58106-17

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/25	William T. Pruitt	0.20	Analyze final D&O insurance policies and tail endorsements (.1); correspond with Aon re same (.1).
03/04/25	Matt Waldrep	0.20	Review, analyze materials re insurance policies.
03/05/25	Devon N. Chenelle	0.10	Review, analyze key man documents.
03/06/25	Matt Waldrep	0.10	Correspond with L. Blumenthal, K&E team, insurer re bonds.
03/11/25	Olivia Acuna	0.80	Telephone conference with M. Waldrep, surety bond counsel re surety bonds (.4); correspond with M. Waldrep re same (.2); telephone conference with M. Waldrep re same (.2).
03/11/25	Matt Waldrep	1.30	Telephone conference with O. Acuna, surety bond counsel re surety bonds (.2); telephone conference with O. Acuna re same (.2) correspond with O. Acuna, K&E team, A&M re same (.9).
03/18/25	Olivia Acuna	0.20	Correspond with M. Waldrep re surety bonds.
03/18/25	Nick Stratman	0.30	Review, analyze surety letters.
03/18/25	Matt Waldrep	0.50	Review, analyze insurance motion re surety bonds (.2); correspond with O. Acuna, K&E team re same (.3).
03/19/25	Matt Waldrep	0.30	Correspond with O. Acuna re surety bonds (.1); telephone conference with O. Acuna re same (.2).
03/20/25	Olivia Acuna	1.90	Correspond with M. Waldrep, A&M re surety bonds (.1); correspond with A&M, Company re workers' compensation (.8); review, analyze policies re same (.5); telephone conference with A&M, Company re same (.5).
03/20/25	Matt Waldrep	0.10	Correspond with O. Acuna, A&M re surety bonds.
03/21/25	Olivia Acuna	0.80	Telephone conference with Company re workers compensation program (.4); research re same (.1); correspond with M. Waldrep re customs bonds (.3).

Legal Services for the Period Ending March 31, 2025

Invoice Number:

1050117899

JOANN Inc.

Matter Number:

58106-17

Insurance and Surety Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/25	Matt Waldrep	1.00	Correspond with O. Acuna, K&E team re surety bonds (.3); correspond with Great American re same (.3); telephone conference with A&M re same (.4).
03/25/25	Olivia Acuna	0.40	Telephone conference with Ohio Workers' Compensation (.3); review, analyze materials re same (.1).
Total		8.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117901
Client Matter: 58106-18

In the Matter of Utilities

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 5,564.00

Total legal services rendered

\$ 5,564.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Utilities

Invoice Number: 1050117901
Matter Number: 58106-18

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Fredrica George	5.00	1,065.00	5,325.00
Matt Waldrep	0.20	1,195.00	239.00
TOTALS	5.20		\$ 5,564.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Utilities

Invoice Number: 1050117901
 Matter Number: 58106-18

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Fredrica George	0.20	Telephone conference with A&M, utility provider re adequate assurance request.
03/04/25	Fredrica George	0.60	Telephone conference with utility provider re utility service considerations.
03/05/25	Fredrica George	0.50	Correspond with utility provider re discontinuation notice.
03/05/25	Matt Waldrep	0.20	Correspond with L. Blumenthal, K&E team, Cole Schotz re utility adequate assurance.
03/06/25	Fredrica George	0.10	Correspond with utility provider re February payment.
03/11/25	Fredrica George	0.20	Correspond with utility provider re discontinuation notice.
03/12/25	Fredrica George	0.70	Correspond with utility providers re discontinuation notices.
03/13/25	Fredrica George	0.80	Telephone conference with utility provider, Company re utilities considerations (.5); correspond with utility provider re discontinuation notice (.3).
03/20/25	Fredrica George	0.50	Telephone conference with utility provider, Company, A&M re utility accounts.
03/21/25	Fredrica George	0.20	Correspond with utility provider re discontinuation notice.
03/24/25	Fredrica George	0.70	Correspond with utility provider re discontinuation notice.
03/27/25	Fredrica George	0.50	Telephone conference with utility provider, Company re utility accounts.
Total		5.20	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117902

Client Matter: 58106-19

In the Matter of Tax Matters

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 26,004.00

Total legal services rendered

\$ 26,004.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Tax Matters

Invoice Number: 1050117902
Matter Number: 58106-19

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lindsey Blumenthal	0.50	1,525.00	762.50
Jeff Michalik	0.10	1,735.00	173.50
Anup Sathy, P.C.	0.30	2,595.00	778.50
Anthony Vincenzo Sexton, P.C.	4.70	2,075.00	9,752.50
Matt Waldrep	0.10	1,195.00	119.50
Nicholas Warther	7.90	1,825.00	14,417.50
TOTALS	13.60		\$ 26,004.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Tax Matters

Invoice Number: 1050117902
 Matter Number: 58106-19

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Anthony Vincenzo Sexton, P.C.	1.20	Review and analyze issues re bid and gain or loss calculation considerations.
03/03/25	Nicholas Warther	0.90	Telephone conference with Deloitte re tax modeling (.6); correspond with L. Blumenthal re same (.3).
03/04/25	Anup Sathy, P.C.	0.30	Review and analyze tax issues.
03/05/25	Anthony Vincenzo Sexton, P.C.	0.60	Telephone conference with N. Warther, K&E team re insurance issues, tax considerations (.2); review, analyze documents re tax analysis (.4).
03/05/25	Nicholas Warther	0.40	Review, analyze tax consequences re key man policy.
03/10/25	Anthony Vincenzo Sexton, P.C.	0.80	Review, analyze issues re restructuring transactions, insurance policy calculations.
03/10/25	Nicholas Warther	1.00	Conference with Deloitte, Company re tax modeling (.7); review, analyze same (.3).
03/11/25	Anthony Vincenzo Sexton, P.C.	0.20	Review, analyze issues re restructuring transactions, insurance policy calculations.
03/11/25	Nicholas Warther	1.20	Review, analyze tax modeling (.6); correspond with UCC re same (.3); correspond with Deloitte re same (.3).
03/12/25	Anthony Vincenzo Sexton, P.C.	0.40	Review, analyze tax issues re restructuring transactions, insurance policy calculations.
03/12/25	Nicholas Warther	1.00	Conference with Company re tax analysis (.4); correspond with Deloitte re same (.4); review and analyze same (.2).
03/13/25	Anthony Vincenzo Sexton, P.C.	0.60	Review, analyze tax issues re restructuring transactions, insurance policy calculations.
03/13/25	Nicholas Warther	1.30	Review, analyze tax modeling (.6); correspond with UCC re same (.4); correspond with Deloitte re same (.3).
03/14/25	Jeff Michalik	0.10	Correspond with A. Sexton re tax diligence.
03/14/25	Anthony Vincenzo Sexton, P.C.	0.20	Review, analyze issues re restructuring transactions, insurance policy calculations.
03/16/25	Nicholas Warther	0.40	Correspond with Deloitte re tax modeling.
03/19/25	Nicholas Warther	0.60	Correspond with Company re tax modeling.
03/20/25	Lindsey Blumenthal	0.50	Conference with A. Sexton, advisors re sales tax issues.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Tax Matters

Invoice Number: 1050117902
 Matter Number: 58106-19

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/25	Anthony Vincenzo Sexton, P.C.	0.70	Conference with L. Blumenthal, advisors re calculation of tax considerations (.5); review, analyze documents re same (.2).
03/20/25	Nicholas Warther	0.80	Conference with UCC re tax modeling.
03/31/25	Matt Waldrep	0.10	Correspond with O. Acuna, K&E team re tax considerations re document retention.
03/31/25	Nicholas Warther	0.30	Review, analyze tax considerations re document retention.
Total		13.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117903

Client Matter: 58106-20

In the Matter of Case Administration

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 11,659.50

Total legal services rendered

\$ 11,659.50

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Case Administration

Invoice Number: 1050117903
Matter Number: 58106-20

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	4.00	1,465.00	5,860.00
Lindsey Blumenthal	2.40	1,525.00	3,660.00
Julia F. Burnson	0.30	685.00	205.50
Christian Mancino	2.70	395.00	1,066.50
Jeff Michalik	0.50	1,735.00	867.50
TOTALS	9.90		\$ 11,659.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050117903
 Matter Number: 58106-20

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/04/25	Olivia Acuna	1.20	Review, revise agenda re hearing (.1); telephone conference with J. Michalik, K&E team re case status, next steps (.5); correspond with CS re case status, next steps (.6).
03/04/25	Lindsey Blumenthal	1.40	Correspond with counterparties re case status (.6); correspond with local counsel, UCC re case management (.8).
03/04/25	Lindsey Blumenthal	0.50	Coordinate with O. Acuna, K&E team re case management workstreams.
03/04/25	Christian Mancino	0.20	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/04/25	Jeff Michalik	0.50	Conference with O. Acuna, K&E team re case status, next steps.
03/05/25	Olivia Acuna	1.00	Telephone conference with L. Blumenthal, CS re case status, next steps (.5); review, analyze materials re same (.5).
03/06/25	Olivia Acuna	0.80	Correspond with CS re case status, next steps.
03/06/25	Christian Mancino	0.60	Research precedent re designation rights procedures.
03/07/25	Olivia Acuna	0.20	Correspond with Company re case status, next steps.
03/07/25	Lindsey Blumenthal	0.50	Conference with GA re legal workstreams.
03/07/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/10/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/11/25	Olivia Acuna	0.40	Telephone conference with UCC, L. Blumenthal, CS re case status, next steps.
03/11/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/12/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/13/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/14/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Case Administration

Invoice Number: 1050117903
 Matter Number: 58106-20

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/18/25	Olivia Acuna	0.40	Telephone conference with CS, L. Blumenthal re case status, workstreams.
03/18/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/19/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/20/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/21/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/24/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/25/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/26/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/27/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/28/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
03/31/25	Julia F. Burnson	0.30	Coordinate hearing logistics.
03/31/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re docket report.
03/31/25	Christian Mancino	0.10	Correspond with L. Blumenthal, K&E team re recently filed documents.
Total		9.90	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117904
Client Matter: 58106-21

In the Matter of Retention – K&E

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 153,082.00

Total legal services rendered

\$ 153,082.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050117904
 Matter Number: 58106-21

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	22.10	1,465.00	32,376.50
Nick Anderson	3.20	1,065.00	3,408.00
Lindsey Blumenthal	3.80	1,525.00	5,795.00
Julia F. Burnson	0.30	685.00	205.50
Devon N. Chenelle	2.30	880.00	2,024.00
Matthew Cooper	3.70	370.00	1,369.00
Kaitlan Donahue	4.40	880.00	3,872.00
Marta Dudyan	9.60	370.00	3,552.00
Fredrica George	10.80	1,065.00	11,502.00
Alec Klimowicz	10.20	880.00	8,976.00
Christian Mancino	2.80	395.00	1,106.00
Kelly Meyer	2.70	1,065.00	2,875.50
Jeff Michalik	0.70	1,735.00	1,214.50
Eric Nyberg	11.80	370.00	4,366.00
Joshua Raphael	4.40	1,195.00	5,258.00
Nick Stratman	30.90	1,065.00	32,908.50
Josh Sussberg, P.C.	0.20	2,595.00	519.00
Matt Waldrep	12.30	1,195.00	14,698.50
Aparna Yenamandra, P.C.	4.80	1,995.00	9,576.00
James Ziemba	8.50	880.00	7,480.00
TOTALS	149.50		\$ 153,082.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050117904
 Matter Number: 58106-21

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Nick Stratman	2.40	Draft K&E supplemental declaration in support of K&E retention.
03/04/25	Olivia Acuna	2.90	Telephone conference with N. Stratman, K&E team re K&E supplemental declaration in support of K&E retention (.5); review, revise same (1.8); review, analyze specific disclosures re same (.6).
03/04/25	Nick Stratman	4.20	Conference with O. Acuna, K&E team re K&E supplemental declaration (.5); review, revise same (2.6); review, analyze precedent re same (.9); correspond with J. Raphael, K&E team re same (.2).
03/05/25	Olivia Acuna	1.40	Telephone conference with A. Yenamandra, K&E team re retention matters (.5); review, revise same (.9).
03/05/25	Nick Stratman	1.90	Correspond with CVP, CS re supplemental declaration (.7); correspond with J. Raphael, K&E team re same (.6); review, analyze supplemental declaration (.6).
03/05/25	Aparna Yenamandra, P.C.	0.50	Telephone conference with O. Acuna, K&E team re retention matters.
03/06/25	Nick Anderson	3.20	Review, revise invoice re privilege and confidentiality considerations.
03/06/25	Fredrica George	0.50	Review, revise invoice re privilege and confidentiality considerations.
03/06/25	Nick Stratman	1.30	Review, revise invoice re privilege and confidentiality considerations.
03/06/25	Aparna Yenamandra, P.C.	0.60	Telephone conference with C. Husnick re K&E retention application (.4); telephone conference with O. Acuna re same (.2).
03/06/25	James Ziemba	3.90	Review, revise invoice re privilege and confidentiality considerations.
03/07/25	Olivia Acuna	2.20	Review, analyze conflicts reports re supplemental declaration (1.6); review, revise supplemental declaration (.6).
03/07/25	Alec Klimowicz	3.60	Review, revise invoice re privilege and confidentiality considerations.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050117904
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/25	Nick Stratman	1.20	Conference with O. Acuna, K&E team re K&E retention (.4); correspond with J. Ziemba re same (.3); review, analyze potential specific disclosures re same (.5).
03/07/25	James Ziemba	3.90	Review, analyze summary re potential specific disclosures re K&E retention (3.0); review, revise invoice re confidentiality and privilege considerations (.9).
03/10/25	Kaitlan Donahue	4.40	Review, revise invoice re privilege and confidentiality considerations.
03/10/25	Marta Dudyan	3.50	Review, analyze parties in interest re potential conflicts.
03/10/25	Fredrica George	1.40	Review, revise invoice re privilege and confidentiality considerations.
03/10/25	Alec Klimowicz	6.60	Review, revise invoice re privilege and confidentiality considerations.
03/10/25	Kelly Meyer	0.90	Review, revise invoice re privilege and confidentiality considerations.
03/10/25	Eric Nyberg	1.80	Analyze potential specific disclosures re K&E retention.
03/10/25	Joshua Raphael	0.40	Review, analyze supplemental re K&E retention and correspond declaration for Joann retention and correspond with O. Acuna, N. Stratman re same.
03/10/25	Nick Stratman	3.60	Review, revise supplemental declaration in support of K&E retention (1.0); review, revise invoice re privilege and confidentiality considerations (2.6).
03/10/25	James Ziemba	0.70	Review, revise invoice re privilege and confidentiality considerations.
03/11/25	Olivia Acuna	1.20	Review, revise supplemental declaration in support of K&E retention (.9); correspond with J. Raphael, K&E team re same (.3).
03/11/25	Devon N. Chenelle	2.30	Review, revise invoice re privilege and confidentiality considerations.
03/11/25	Matthew Cooper	2.30	Review, analyze supplemental disclosure re K&E retention.
03/11/25	Marta Dudyan	3.40	Review, revise supplemental schedules re K&E retention.
03/11/25	Fredrica George	1.10	Review, revise invoice re privilege and confidentiality considerations.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050117904
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/25	Kelly Meyer	1.80	Review, revise invoice re privilege and confidentiality considerations.
03/11/25	Eric Nyberg	3.20	Review, revise supplemental disclosure schedules re K&E retention.
03/11/25	Joshua Raphael	0.50	Review, revise supplemental declaration in support of K&E retention (.4); correspond with O. Acuna, N. Stratman re same (.1).
03/11/25	Nick Stratman	4.70	Review, revise supplemental declaration re K&E retention (2.9); research precedent re same (.6); review, analyze, draft specific disclosures re same (1.2).
03/12/25	Olivia Acuna	2.20	Review, revise supplemental declaration re K&E retention (1.8); correspond with J. Raphael, K&E team re same (.4).
03/12/25	Matthew Cooper	1.40	Draft schedules re supplemental declaration in support of K&E retention.
03/12/25	Marta Dudyan	2.70	Draft schedules re supplemental declaration in support of K&E retention.
03/12/25	Joshua Raphael	0.10	Correspond with O. Acuna, K&E team re K&E retention.
03/12/25	Nick Stratman	3.00	Review, revise supplemental declaration (2.6); review, analyze disclosures re same (.4).
03/14/25	Olivia Acuna	1.10	Correspond with A. Yenamandra re supplemental declaration in support of K&E retention (.4); review, revise same (.5); correspond with J. Raphael, K&E team re same (.2).
03/14/25	Eric Nyberg	3.20	Review, revise schedules re supplemental declaration in support of K&E retention.
03/14/25	Joshua Raphael	0.60	Review, analyze supplemental disclosures schedules re K&E retention (.2); conference, correspondence with N. Stratman, K&E team re same (.4).
03/14/25	Nick Stratman	3.70	Conference with J. Raphael, K&E team re supplemental declaration schedules (.4); review, analyze same (.8); review, revise supplemental declaration in support of K&E retention (2.5).
03/14/25	Aparna Yenamandra, P.C.	0.90	Telephone conference with O. Acuna, K&E team re retention matters (.5); correspond with O. Acuna re same (.4).

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050117904
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/25	Olivia Acuna	0.30	Correspond with L. Blumenthal, K&E team re interim fee application.
03/17/25	Eric Nyberg	3.60	Draft schedules re supplemental declaration in support of K&E retention.
03/17/25	Matt Waldrep	1.40	Review, revise invoice re privilege and confidentiality considerations.
03/18/25	Olivia Acuna	1.60	Telephone conference with M. Waldrep, K&E team re supplemental declaration in support of K&E retention (.5); review, revise same (1.1).
03/18/25	Fredrica George	0.60	Draft interim fee application.
03/18/25	Christian Mancino	2.10	Draft interim fee application (1.6); review, revise same (.5).
03/18/25	Nick Stratman	1.90	Review, revise invoice re privilege and confidentiality considerations (1.6); correspond with J. Raphael, K&E team re same (.3).
03/18/25	Matt Waldrep	4.40	Review, revise invoice re privilege and confidentiality considerations.
03/19/25	Olivia Acuna	1.00	Telephone conference with A. Yenamandra re supplemental declaration in support of K&E retention (.2); correspond with UST, A. Yenamandra, K&E team re same (.5); review, analyze specific disclosures re same (.3).
03/19/25	Fredrica George	2.10	Review, revise interim fee application.
03/19/25	Nick Stratman	1.80	Review, analyze UST correspondence re supplemental declaration in support of K&E retention (1.6); draft response re same (.2).
03/19/25	Matt Waldrep	3.40	Review, revise invoice re privilege and confidentiality considerations.
03/19/25	Aparna Yenamandra, P.C.	1.00	Correspond with O. Acuna, K&E team re retention matters.
03/20/25	Matt Waldrep	0.50	Review, revise invoice re privilege and confidentiality considerations.
03/24/25	Joshua Raphael	2.60	Review, revise invoice re privilege, confidentiality consideration.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050117904
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/25/25	Olivia Acuna	1.70	Correspond with A. Yenamandra re K&E retention supplemental declaration (.4); draft responses to UST questions re same (.3); correspond with J. Raphael, N. Stratman re same (.3); telephone conference with A. Yenamandra re UST questions re supplemental declaration (.2); review, analyze supplemental declaration (.5).
03/25/25	Jeff Michalik	0.40	Review, analyze issues re K&E supplemental declaration.
03/25/25	Joshua Raphael	0.10	Review, analyze conflicts reports re supplemental declaration.
03/25/25	Nick Stratman	1.20	Draft correspondence to UST re UST questions re supplemental declaration (.9); correspond with J. Raphael, O. Acuna re same (.3).
03/25/25	Aparna Yenamandra, P.C.	0.80	Correspond with O. Acuna, K&E team re retention matters (.6); telephone conference with O. Acuna re same (.2).
03/26/25	Olivia Acuna	0.50	Telephone conference with A. Yenamandra re supplemental declaration in support of K&E retention (.2); review, analyze same (.3).
03/26/25	Fredrica George	3.90	Review, revise interim fee application.
03/26/25	Josh Sussberg, P.C.	0.10	Correspond with A. Yenamandra re UST retention responses.
03/26/25	Matt Waldrep	2.60	Review, revise invoice re privilege and confidentiality considerations.
03/27/25	Olivia Acuna	1.00	Telephone conference with A. Yenamandra re supplemental declaration in support of K&E retention (.2); draft responses to UST inquiry re same (.2); review, analyze same (.4); correspond with J. Raphael re same (.2).
03/27/25	Fredrica George	1.20	Review, revise interim fee application.
03/27/25	Jeff Michalik	0.30	Correspond with O. Acuna, K&E team re supplemental declaration.
03/27/25	Joshua Raphael	0.10	Correspond with O. Acuna re responses to UST inquiry re K&E retention.
03/27/25	Aparna Yenamandra, P.C.	1.00	Correspond with O. Acuna, K&E team re retention matters.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – K&E

Invoice Number: 1050117904
 Matter Number: 58106-21

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/25	Olivia Acuna	3.40	Telephone conference with A. Yenamandra re retention matters (.1); telephone conference with UST re K&E supplemental declaration (.2); review, revise invoice re privilege and confidentiality considerations (3.1).
03/28/25	Lindsey Blumenthal	3.80	Review, revise invoice re privilege and confidentiality considerations.
03/29/25	Olivia Acuna	1.60	Review, revise invoice re privilege and confidentiality considerations.
03/31/25	Julia F. Burnson	0.30	Correspond with J. Raphael, K&E team re K&E fee application.
03/31/25	Christian Mancino	0.70	Draft fee application.
03/31/25	Josh Sussberg, P.C.	0.10	Correspond with A. Yenamandra re K&E retention supplemental declaration.
Total		149.50	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117905

Client Matter: 58106-22

In the Matter of Retention – Non K&E

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 49,199.00

Total legal services rendered

\$ 49,199.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050117905
 Matter Number: 58106-22

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	12.20	1,465.00	17,873.00
Lindsey Blumenthal	2.60	1,525.00	3,965.00
Devon N. Chenelle	5.60	880.00	4,928.00
Fredrica George	5.60	1,065.00	5,964.00
Susan D. Golden	1.80	1,795.00	3,231.00
Alec Klimowicz	1.60	880.00	1,408.00
Jeff Michalik	2.00	1,735.00	3,470.00
Joshua Raphael	2.70	1,195.00	3,226.50
Aparna Yenamandra, P.C.	0.50	1,995.00	997.50
James Ziemba	4.70	880.00	4,136.00
TOTALS	39.30		\$ 49,199.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050117905
 Matter Number: 58106-22

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Olivia Acuna	1.60	Review, revise proposed OCP order (.7); review, revise interim compensation order (.5); correspond with J. Raphael re same (.4).
03/03/25	Devon N. Chenelle	4.20	Review, revise proposed OCP order (1.2); review, revise interim compensation order (2.7); correspond with J. Raphael, K&E team re same (.3).
03/03/25	Fredrica George	2.10	Review, revise A&M retention application.
03/03/25	Alec Klimowicz	1.20	Review, revise proposed CVP retention order.
03/03/25	Jeff Michalik	0.10	Correspond with J. Raphael re interim compensation procedures.
03/03/25	James Ziemba	3.70	Review, revise proposed interim compensation order (.8); review, analyze interim compensation COC (1.5); correspond with D. Chenelle, K&E team re same (1.4).
03/04/25	Olivia Acuna	1.60	Review, revise COCs re proposed OCP and interim compensation orders (.5); correspond with J. Raphael, K&E team re same (.3); review, analyze professional retention order comments (.8).
03/04/25	Devon N. Chenelle	1.40	Review, revise COC re proposed OCP order (.8); review revise COC re proposed interim compensation order (.5); correspond with J. Raphael, K&E team re same (.1).
03/04/25	Fredrica George	0.40	Review, revise proposed A&M retention order.
03/04/25	Alec Klimowicz	0.40	Review, revise COC re proposed CVP retention order.
03/04/25	James Ziemba	1.00	Review, revise proposed interim compensation order.
03/07/25	Joshua Raphael	0.10	Correspond with CS re OCPs.
03/10/25	Joshua Raphael	0.10	Review, analyze Deloitte retention matters.
03/12/25	Jeff Michalik	0.40	Review, analyze issues re Kroll retention, fees.
03/17/25	Olivia Acuna	0.40	Telephone conference with UST, Deloitte re Deloitte retention application.
03/17/25	Joshua Raphael	0.30	Conference with U.S. Trustee, Deloitte re Deloitte retention.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050117905
 Matter Number: 58106-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/18/25	Olivia Acuna	1.60	Correspond with J. Raphael re CVP monthly fee statement (.3); correspond with Company, A&M, L. Blumenthal re A&M engagement (.4); review, analyze A&M engagement letter (.9).
03/19/25	Olivia Acuna	2.50	Correspond with J. Raphael re CVP monthly fee statement (.3); correspond with A. Yenamandra, K&E team re Deloitte retention objection (.5); review, analyze arguments re same (1.1); correspond with J. Michalik, K&E team re Kroll engagement (.6).
03/19/25	Fredrica George	0.90	Review, analyze precedent re retention order replies.
03/19/25	Susan D. Golden	0.60	Review, analyze UST objection to Deloitte retention (.5); correspond with O. Acuna re same (.1).
03/19/25	Jeff Michalik	0.70	Review, analyze issues re Kroll retention.
03/19/25	Jeff Michalik	0.60	Review, analyze issues re U.S. Trustee objection to Deloitte retention.
03/19/25	Joshua Raphael	0.60	Review, analyze U.S. Trustee objection re Deloitte retention (.2); analyze issues re same (.2); conference with L. Blumenthal, O. Acuna re same (.2).
03/19/25	Aparna Yenamandra, P.C.	0.50	Correspond with O. Acuna, K&E team re Deloitte retention matters.
03/20/25	Olivia Acuna	0.30	Correspond with UST, L. Blumenthal, K&E team re Deloitte retention.
03/20/25	Lindsey Blumenthal	0.60	Correspond with O. Acuna, K&E team re Deloitte retention objection.
03/20/25	Fredrica George	2.20	Research re professional retention.
03/21/25	Olivia Acuna	0.50	Correspond with UST re Deloitte retention (.2); correspond with L. Blumenthal re A&M retention (.2); correspond with Deloitte, L. Blumenthal re UST objection to Deloitte retention (.1).
03/21/25	Lindsey Blumenthal	0.50	Review, analyze Deloitte retention objection.
03/21/25	Joshua Raphael	0.30	Review, analyze Frejka OCP declaration (.2); correspond with O. Acuna, CS re same (.1).
03/24/25	Olivia Acuna	0.80	Review, analyze UST objection to Deloitte retention (.5); correspond with L. Blumenthal, K&E team re same (.3).

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Retention – Non K&E

Invoice Number: 1050117905
 Matter Number: 58106-22

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/25	Olivia Acuna	0.40	Telephone conference with U.S. Trustee re Deloitte retention objection.
03/24/25	Lindsey Blumenthal	0.80	Correspond with O. Acuna, K&E team, UST re Deloitte retention.
03/25/25	Olivia Acuna	1.20	Correspond with J. Raphael, UST re Deloitte retention objection (.4); telephone conference with S. Golden, K&E team re same (.3); telephone conference with Deloitte, L. Blumenthal, K&E team re UST objection (.2); review, analyze same (.3).
03/25/25	Olivia Acuna	0.10	Telephone conference with U.S. Trustee re Deloitte retention.
03/25/25	Susan D. Golden	1.20	Telephone conference with L. Blumenthal, K&E team re Deloitte retention (.3); review, analyze Deloitte retention materials (.7); telephone conference with UST, L. Blumenthal, K&E team re Deloitte retention (.2).
03/25/25	Joshua Raphael	1.00	Telephone conference with S. Golden, K&E team re Deloitte retention (.3); telephone conference with U.S. Trustee, L. Blumenthal, K&E team re Deloitte retention (.2); review, analyze same (.3); conference with O. Acuna, K&E team, Deloitte re U.S. Trustee objection (.2).
03/26/25	Olivia Acuna	0.20	Telephone conference with Deloitte re UST objection.
03/26/25	Jeff Michalik	0.20	Review, analyze issues re Deloitte retention.
03/26/25	Joshua Raphael	0.20	Conference with Deloitte re retention (.1); correspond with O. Acuna, K&E team re same (.1).
03/27/25	Olivia Acuna	0.70	Review, revise proposed Deloitte retention order re UST objection (.4); correspond with J. Raphael re same (.3).
03/27/25	Lindsey Blumenthal	0.70	Correspond with O. Acuna re Deloitte retention (.4); correspond with J. Michalik re same (.3).
03/28/25	Olivia Acuna	0.30	Correspond with J. Raphael, K&E team re UST objection to Deloitte retention application.
03/28/25	Joshua Raphael	0.10	Review, revise Deloitte retention order; correspond with U.S. Trustee, Deloitte, L. Blumenthal, K&E team re same.

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Retention – Non K&E

Invoice Number: 1050117905
Matter Number: 58106-22

Total 39.30

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117911
Client Matter: 58106-23

In the Matter of Vendor Matters

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 55,424.50

Total legal services rendered

\$ 55,424.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050117911
 Matter Number: 58106-23

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	9.40	1,465.00	13,771.00
Nick Anderson	20.20	1,065.00	21,513.00
Lindsey Blumenthal	0.70	1,525.00	1,067.50
Fredrica George	0.20	1,065.00	213.00
Jeff Michalik	0.70	1,735.00	1,214.50
Joshua Raphael	0.20	1,195.00	239.00
Anup Sathy, P.C.	3.30	2,595.00	8,563.50
Matt Waldrep	7.40	1,195.00	8,843.00
TOTALS	42.10		\$ 55,424.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050117911
 Matter Number: 58106-23

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/25	Olivia Acuna	0.20	Correspond with counsel to customer re freight issues.
03/03/25	Jeff Michalik	0.40	Review and analyze issues re return to vendor process.
03/04/25	Olivia Acuna	0.30	Telephone conference with Company, A&M team, L. Blumenthal, M. Waldrep, vendor re performance under contract.
03/04/25	Nick Anderson	0.90	Correspond with M. Waldrep, K&E team, A&M, Kroll, vendor counsel re vendor issues.
03/04/25	Anup Sathy, P.C.	0.80	Analyze wind down issues re vendors and 503(b)(9) claims.
03/04/25	Matt Waldrep	1.20	Review, analyze correspondence re vendor issues (.6); telephone conference with L. Blumenthal, K&E team, A&M, vendor re post-petition payment (.3); correspond with N. Anderson, K&E team re vendor issues (.3).
03/05/25	Olivia Acuna	1.20	Correspond with A&M team re questions from vendors (.4); correspond with counsel to vendor re same (.3); correspond with M. Waldrep, Cole Schotz re same (.5).
03/05/25	Nick Anderson	1.10	Correspond with M. Waldrep, K&E team, A&M, Kroll, Cole Schotz, vendor counsel re vendor issues.
03/05/25	Matt Waldrep	0.10	Correspond with L. Blumenthal, K&E team, vendor counsel re critical vendor status.
03/06/25	Nick Anderson	0.40	Correspond with M. Waldrep, K&E team, A&M, vendor counsel re vendor issues.
03/06/25	Anup Sathy, P.C.	0.60	Analyze post-closing vendor issues.
03/06/25	Matt Waldrep	0.90	Correspond with L. Blumenthal, K&E team, Cole Schotz re vendor inquiries (.6); review, analyze same (.3).
03/07/25	Nick Anderson	0.20	Correspond with M. Waldrep, K&E team, A&M, vendor counsel re vendor issues.
03/07/25	Anup Sathy, P.C.	0.60	Review and analyze vendor strategies re 503(b)(9).
03/07/25	Matt Waldrep	0.10	Telephone conference with vendor counsel re post-petition payments.

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050117911
 Matter Number: 58106-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/25	Nick Anderson	3.30	Research re vendor issues (1.9); correspond with M. Waldrep, K&E team, A&M, vendor counsel re same (1.4).
03/10/25	Anup Sathy, P.C.	0.60	Analyze wind down plan issues re vendors.
03/10/25	Matt Waldrep	2.90	Review, analyze vendor contract (.7); correspond with O. Acuna re same (.4); telephone conference with A&M re same (.2); telephone conference with O. Acuna re same (.3); review, analyze sale agreement re same (.6); telephone conference with vendor, Great American, O. Acuna re same (.7).
03/11/25	Nick Anderson	0.80	Correspond with M. Waldrep, K&E team, A&M, vendor counsel re vendor issues.
03/12/25	Olivia Acuna	1.00	Correspond with L. Blumenthal re shippers (.3); correspond with A&M team, N. Anderson re cargo charges, goods (.3); telephone conference with shipper counsel re freight fees (.4).
03/12/25	Nick Anderson	0.60	Correspond with M. Waldrep, K&E team, A&M, vendor counsel re vendor issues (.3); correspond with A&M team, O. Acuna re cargo charges, goods (.3).
03/12/25	Anup Sathy, P.C.	0.70	Review and analyze vendor and landlord issues re wind down sales.
03/13/25	Olivia Acuna	2.30	Telephone conference with A&M re carriers (.5); telephone conference with counsel to carrier, N. Anderson re same (.3); analyze correspondence re same (.3); telephone conference with N. Anderson re same (.3); research re same (.9).
03/13/25	Nick Anderson	1.20	Correspond with O. Acuna, K&E team, A&M, vendor counsel re vendor issues (.6); telephone conference with counsel to carrier, O. Acuna re same (.3); telephone conference with O. Acuna re same (.3).
03/17/25	Olivia Acuna	0.80	Telephone conference with A&M team, N. Anderson re vendor claims (.4); analyze vendor correspondence re same (.2); correspond with N. Anderson re same (.2).
03/17/25	Nick Anderson	0.90	Conference with O. Acuna, A&M re vendor considerations (.4); correspond with vendor counsel, A&M re vendor issue (.3); correspond with O. Acuna re same (.2).

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Vendor Matters

Invoice Number: 1050117911
 Matter Number: 58106-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/25	Joshua Raphael	0.20	Correspond re vendor matrix, IGA design motion to compel.
03/18/25	Nick Anderson	1.30	Correspond with M. Waldrep, K&E team, A&M, vendor counsel re vendor issues.
03/18/25	Fredrica George	0.20	Correspond with A&M re vendor payment.
03/19/25	Nick Anderson	2.60	Correspond with O. Acuna, K&E team, A&M, vendor counsel re vendor issues (1.8); research re same (.8).
03/20/25	Nick Anderson	1.90	Research re vendor issues (1.8); correspond with O. Acuna, K&E team, A&M re same (.1).
03/24/25	Olivia Acuna	2.30	Telephone conference with A&M team re carriers, claims (.6); correspond with M. Waldrep, N. Anderson re same (.6); review, revise letter re status of goods to vendors (.7); correspond with A&M team, L. Blumenthal, J. Michalik re same (.4).
03/24/25	Nick Anderson	2.80	Research re vendor issues (1.6); correspond with O. Acuna, M. Waldrep re same (.6); draft correspondence re same (.6).
03/24/25	Lindsey Blumenthal	0.70	Correspond with vendors re rent payments, operational issues.
03/24/25	Matt Waldrep	1.70	Correspond with N. Anderson, K&E team re vendor issues (.5); research re administrative claims (1.2).
03/25/25	Olivia Acuna	1.10	Telephone conference with J. Michalik re letter to carriers re goods (.3); review, revise same (.4); correspond with A&M team, L. Blumenthal, J. Michalik re same (.4).
03/25/25	Nick Anderson	1.40	Conference with M. Waldrep re vendor issues (.5); correspond with O. Acuna, K&E team, vendor counsel re same (.1); research re same (.8).
03/25/25	Jeff Michalik	0.30	Review and analyze vendor letter re non-estate goods.
03/25/25	Matt Waldrep	0.50	Conference with N. Anderson re vendor issues.
03/26/25	Olivia Acuna	0.20	Correspond with A&M re letter to carriers (.1); correspond with carrier counsel re same (.1).

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Vendor Matters

Invoice Number: 1050117911
Matter Number: 58106-23

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/25	Nick Anderson	0.80	Correspond with M. Waldrep, K&E team, vendor counsel re vendor issues.
Total		42.10	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117912
Client Matter: 58106-24

In the Matter of Litigation

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 71,346.00

Total legal services rendered

\$ 71,346.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Litigation

Invoice Number: 1050117912
Matter Number: 58106-24

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	4.30	1,465.00	6,299.50
Alex Ingoglia	34.10	1,345.00	45,864.50
Matt Waldrep	0.10	1,195.00	119.50
Michael C. Whalen	12.50	1,525.00	19,062.50
TOTALS	51.00		\$ 71,346.00

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Litigation

Invoice Number: 1050117912
 Matter Number: 58106-24

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/25	Alex Ingoglia	0.30	Draft confidentiality designations and errata sheets.
03/12/25	Olivia Acuna	1.00	Correspond with J. Raphael, L. Blumenthal, M. Whalen, F. George re threatened litigation (.4); analyze documents re same (.6).
03/13/25	Alex Ingoglia	7.60	Analyze letter from Michigan prosecutor re gift card redemption (.4); research re same (4.9); further research re same (1.8); conference with M. Whalen re same (.3); conference with Company, A&M re same (.2).
03/13/25	Michael C. Whalen	0.70	Analyze gift card threatened enforcement action (.4); conference with A. Ingoglia re same (.3).
03/14/25	Olivia Acuna	0.70	Telephone conference with M. Whalen re threatened litigation (.2); analyze motion to compel payment (.2); correspond with Cole Schotz, UCC re same (.3).
03/14/25	Alex Ingoglia	1.00	Draft summary re gift card redemption issue (.6); review, analyze gift card electronically stored information re same (.2); telephone conference with A&M re same (.2).
03/14/25	Michael C. Whalen	0.70	Review, analyze document retention issues re gift card claim (.4); correspond with A. Ingoglia re same (.2); correspond with O. Acuna re same (.1).
03/19/25	Alex Ingoglia	4.10	Draft response to Michigan notice of action letter (1.5); conference with M. Whalen re same (.5); research re same (2.1).
03/19/25	Michael C. Whalen	1.60	Analyze Ohio insurance issues (.2); analyze Michigan gift card demand letter (.6); conference with A. Ingoglia re same (.5); analyze authority re same (.3).
03/20/25	Alex Ingoglia	5.30	Research re gift card considerations (2.7); research re claim classification and discharged claims (2.2); draft summary re gift card considerations (.4).
03/20/25	Michael C. Whalen	0.40	Conference with A. Ingoglia re Michigan gift card enforcement issues (.2); analyze same (.2).

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Litigation

Invoice Number: 1050117912
 Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/25	Olivia Acuna	0.40	Correspond with Company, K&E team re response to notice of intended action (.2); analyze letter re same (.2).
03/21/25	Alex Ingoglia	1.20	Revise letter response to Michigan notice of intended action (.8); correspond with M. Whalen, K&E team re same (.4).
03/21/25	Matt Waldrep	0.10	Review, analyze draft response to notice of intended action.
03/21/25	Michael C. Whalen	2.50	Draft and revise letter to Michigan prosecutors' office re gift card issues (2.1); telephone conference with A. Ingoglia, K&E team re same (.4).
03/24/25	Olivia Acuna	1.10	Telephone conference with Michigan attorney general, M. Whalen, K&E team re notice of intended action (.6); correspond with L. Blumenthal, K&E team re same (.4); correspond with Company re same (.1).
03/24/25	Alex Ingoglia	6.20	Prepare for conference with Michigan Attorney General (.7); research re same (1.5); conference with Michigan attorney general, O. Acuna, K&E team re notice of intended action (.6); conference with M. Whalen re same (.4); research re supremacy clause considerations (2.2); draft summary re same (.8).
03/24/25	Michael C. Whalen	2.30	Analyze case law re Michigan gift card enforcement issues (.9); conference with Michigan AG, O. Acuna, K&E team and county prosecutor re same (.6); conference with A. Ingoglia re same (.4); conference with Company re same (.4).
03/25/25	Olivia Acuna	0.50	Telephone conference with M. Whalen, A. Ingoglia, L. Blumenthal re Michigan gift card litigation.
03/25/25	Alex Ingoglia	3.30	Draft summary re Michigan notice of intended action (1.4); conference with M. Whalen, K&E team re same (.6); conference with M. Whalen re letter to Michigan Attorney General (.2); correspond with Company re same (.3); research re same (.8).
03/25/25	Michael C. Whalen	1.30	Analyze case law re supremacy issues (.8); correspond with A. Ingoglia re same (.2); review, revise response letter to Michigan Attorney General (.3).

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Litigation

Invoice Number: 1050117912
 Matter Number: 58106-24

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/26/25	Alex Ingoglia	3.80	Research re automatic stay considerations (1.3); draft letter response to Michigan attorney general re notice of intended action (2.3); correspond with Company re Michigan notice of intended action (.2).
03/26/25	Michael C. Whalen	0.50	Review, revise response letter to Michigan Attorney General.
03/27/25	Alex Ingoglia	0.50	Revise response to Michigan notice of intended action.
03/27/25	Michael C. Whalen	1.00	Review, revise response letter to Michigan Attorney General (.8); correspond with A. Ingoglia re same (.2).
03/28/25	Olivia Acuna	0.60	Correspond with M. Whalen, Company re response to notice of intended action (.3); review, revise same (.3).
03/28/25	Alex Ingoglia	0.80	Revise response to Michigan notice of intended action and finalize for distribution (.5); conference with M. Whalen re same (.3).
03/28/25	Michael C. Whalen	1.50	Draft and revise response to Michigan attorney general (.8); telephone conference with Company re strategy for same (.4); conference with A. Ingoglia re same (.3).
Total		51.00	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117913
Client Matter: 58106-26

In the Matter of Creditors' Committee Matters

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 933.00

Total legal services rendered

\$ 933.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Creditors' Committee Matters

Invoice Number: 1050117913
Matter Number: 58106-26

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	0.40	1,465.00	586.00
Jeff Michalik	0.20	1,735.00	347.00
TOTALS	0.60		\$ 933.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Creditors' Committee Matters

Invoice Number: 1050117913
Matter Number: 58106-26

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/25	Jeff Michalik	0.20	Conference with UCC re priority work streams, plan process.
03/25/25	Olivia Acuna	0.40	Telephone conference with CS team, UCC re case status, next steps, claims reconciliation.
Total		0.60	

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117914
Client Matter: 58106-27

In the Matter of Employee and Labor Matters

For legal services rendered through March 31, 2025
(see attached Description of Legal Services for detail)

\$ 77,155.50

Total legal services rendered

\$ 77,155.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050117914
 Matter Number: 58106-27

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivia Acuna	12.10	1,465.00	17,726.50
Christie M. Alcala	0.30	2,045.00	613.50
Jack N. Bernstein	18.70	1,895.00	35,436.50
Lindsey Blumenthal	6.40	1,525.00	9,760.00
Jake Alexander Ebers	1.60	1,815.00	2,904.00
Fredrica George	1.10	1,065.00	1,171.50
Colleen E. Mayer	3.50	880.00	3,080.00
Jeff Michalik	1.00	1,735.00	1,735.00
Anup Sathy, P.C.	0.50	2,595.00	1,297.50
Matt Waldrep	0.20	1,195.00	239.00
Aparna Yenamandra, P.C.	1.60	1,995.00	3,192.00
TOTALS	47.00		\$ 77,155.50

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050117914
 Matter Number: 58106-27

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/25	Anup Sathy, P.C.	0.50	Analyze employee issues re wind down.
03/04/25	Matt Waldrep	0.10	Correspond with L. Blumenthal, Company re employee matters.
03/06/25	Olivia Acuna	0.30	Correspond with Company, L. Blumenthal re union discussions.
03/06/25	Jack N. Bernstein	2.90	Analyze employee and employee benefit issues (1.7); analyze collective bargaining issues (1.2).
03/10/25	Olivia Acuna	4.50	Analyze collective bargaining agreement re obligations (1.9); correspond with L. Blumenthal re same (.4); draft summary re obligations under CBA (1.5); correspond with J. Bernstein, Company, L. Blumenthal re same (.7).
03/10/25	Christie M. Alcala	0.30	Analyze severance-related matters.
03/10/25	Jack N. Bernstein	1.80	Analyze severance and related employee issues (1.2); correspond with O. Acuna, Company re same (.6).
03/10/25	Colleen E. Mayer	3.20	Research re NJ WARN Act severance requirement (1.9); correspond with M. Sachs, C. Alcala, O. Acuna and L. Blumenthal re same (1.3).
03/10/25	Matt Waldrep	0.10	Correspond with A&M, L. Blumenthal re employee issues.
03/11/25	Olivia Acuna	3.30	Telephone conference with J. Bernstein, re CBA (.5); research re same (1.4); correspond with A&M team re severance (.4); telephone conference with L. Blumenthal re 401k (.1); research re same (.5); telephone conference with J. Bernstein, L. Blumenthal, A&M team, Company re 401k (.4).
03/11/25	Jack N. Bernstein	2.90	Analyze employee and employee benefit issues (1.4); telephone conference with O. Acuna re same (.5); analyze 401k vesting issues (.6); telephone conference with O. Acuna, K&E team, A&M team, Company re same (.4).

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050117914
 Matter Number: 58106-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/25	Lindsey Blumenthal	1.60	Analyze issues re employee, winddown issues (1.1); telephone conference with O. Acuna re same (.1); telephone conference with O. Acuna, K&E team, A&M team, Company re 401k (.4).
03/11/25	Colleen E. Mayer	0.30	Conference with C. Alcala re New Jersey WARN requirements.
03/12/25	Olivia Acuna	1.20	Telephone conference with A&M team re severance (.5); correspond with J. Bernstein re union considerations (.4); correspond with Company re same (.3).
03/12/25	Jack N. Bernstein	1.90	Analyze collective bargaining issues (1.5); correspond with O. Acuna re union consideration (.4).
03/14/25	Olivia Acuna	0.80	Telephone conference with J. Bernstein re CBA (.2); telephone conference with Company, A&M, J. Bernstein re same (.4); prepare re same (.2).
03/14/25	Lindsey Blumenthal	1.20	Conference with A. Yenamandra, K&E team re employee retention (.6); analyze retention documents re same (.6).
03/14/25	Jeff Michalik	0.40	Conference with A. Yenamandra, L. Blumenthal re employee retention agreement.
03/14/25	Aparna Yenamandra, P.C.	0.60	Telephone conference with J. Michalik, K&E team re employee compensation matters.
03/16/25	Jake Alexander Ebers	0.80	Correspond with O, Acuna, K&E team re executive compensation considerations.
03/17/25	Olivia Acuna	0.30	Review, revise lift stay motion.
03/17/25	Jake Alexander Ebers	0.80	Draft letter re termination of severance agreement.
03/18/25	Olivia Acuna	0.20	Correspond with M. Waldrep re automatic stay violation.
03/18/25	Jack N. Bernstein	1.80	Analyze 401k plan issues (.8); analyze plan documents (1.0).
03/18/25	Lindsey Blumenthal	1.40	Analyze issues re benefit plans.
03/19/25	Fredrica George	1.10	Review, analyze WARN notice considerations.
03/19/25	Aparna Yenamandra, P.C.	0.50	Correspond with L. Blumenthal, Company advisors re employee matters.
03/20/25	Jack N. Bernstein	2.80	Analyze severance and paid time off issues (1.8); analyze employee claims re same (1.0).

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Employee and Labor Matters

Invoice Number: 1050117914
 Matter Number: 58106-27

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/25	Lindsey Blumenthal	0.80	Correspond with Company, advisors re employment compensation.
03/20/25	Aparna Yenamandra, P.C.	0.50	Correspond with Company, advisors re employee retention matters.
03/24/25	Olivia Acuna	1.50	Correspond with J. Bernstein, L. Blumenthal re 401k plan (.5); draft, revise board resolution re same (.7); correspond with M. Waldrep, F. George re same (.3).
03/25/25	Jack N. Bernstein	2.70	Analyze 401k issues (2.0); analyze vesting issues re same (.7).
03/25/25	Lindsey Blumenthal	1.40	Draft and revise employment letter (.6); conference with J. Michalik re same (.5); correspond with Company re same (.3).
03/25/25	Jeff Michalik	0.60	Analyze employee issues (.1); conference with L. Blumenthal re same (.5).
03/26/25	Jack N. Bernstein	1.90	Analyze employee and employee benefit issues.
Total		47.00	

Exhibit J

Detailed Description of Expenses and Disbursements

January 15, 2025 – February 28, 2025

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

April 14, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050116092

Client Matter: 58106-28

In the Matter of Expenses

For expenses incurred through February 28, 2025
(see attached Description of Expenses for detail)

\$ 81,287.92

Total expenses incurred

\$ 81,287.92

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	104.00
Standard Copies or Prints	2,725.80
Color Copies or Prints	3,431.45
Closing/Mini Books	12.00
Local Transportation	178.98
Travel Expense	10,949.77
Airfare	11,323.53
Transportation to/from airport	3,230.37
Travel Meals	1,103.93
Other Travel Expenses	160.00
Court Reporter Fee/Deposition	7,162.95
Other Court Costs and Fees	23,022.35
Working Meals/K&E Only	76.17
Working Meals/K&E and Others	1,212.91
Catering Expenses	240.00
Outside Retrieval Service	539.20
Computer Database Research	442.71
Westlaw Research	4,128.76
LexisNexis Research	375.00
Overtime Transportation	688.53
Overtime Meals - Non-Attorney	78.98
Overtime Meals - Attorney	1,015.10
Rental Expenses	9,012.82
Overnight Delivery - Hard	48.21
Computer Database Research - Soft	24.40
Total	\$ 81,287.92

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/30/25	Kelly Meyer – Travel airplane WiFi – 01/30/2025	8.00
02/02/25	Anup Sathy, P.C. – Travel airplane WiFi – 02/02/2025	8.00
02/04/25	Michael C. Whalen – Travel airplane WiFi – 02/04/2025	8.00
02/05/25	Anup Sathy, P.C. – Travel airplane WiFi – 02/05/2025	8.00
02/06/25	Michael C. Whalen – Travel airplane WiFi – 02/06/2025	8.00
02/10/25	Anup Sathy, P.C. – Travel airplane WiFi – 02/10/2025	8.00
02/12/25	Anup Sathy, P.C. – Travel airplane WiFi – 02/12/2025	8.00
02/13/25	Michael C. Whalen – Travel airplane WiFi – 02/13/2025	8.00
02/14/25	Michael C. Whalen – Travel airplane WiFi – 02/14/2025	8.00
02/14/25	Jeff Michalik – Travel airplane WiFi – 02/14/2025	8.00
02/15/25	Anup Sathy, P.C. – Travel airplane WiFi – 02/15/2025	8.00
02/18/25	Anup Sathy, P.C. – Travel airplane WiFi – 02/18/2025	8.00
02/20/25	Jeff Michalik – Travel airplane WiFi – 02/20/2025	8.00
	Total	104.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/25	Standard Copies or Prints	12.60
01/15/25	Standard Copies or Prints	15.10
01/15/25	Standard Copies or Prints	0.60
01/15/25	Standard Copies or Prints	0.90
01/15/25	Standard Copies or Prints	55.60
01/15/25	Standard Copies or Prints	13.70
01/15/25	Standard Copies or Prints	2.40
01/16/25	Standard Copies or Prints	29.70
01/16/25	Standard Copies or Prints	2.60
01/16/25	Standard Copies or Prints	10.10
01/16/25	Standard Copies or Prints	0.90
01/16/25	Standard Copies or Prints	10.40
01/17/25	Standard Copies or Prints	10.70
01/22/25	Standard Copies or Prints	0.10
01/22/25	Standard Copies or Prints	0.50
01/22/25	Standard Copies or Prints	0.30
01/24/25	Standard Copies or Prints	0.20
01/28/25	Standard Copies or Prints	0.10
01/29/25	Standard Copies or Prints	0.10
01/30/25	Standard Copies or Prints	1.10
01/30/25	Standard Copies or Prints	4.00
01/30/25	Standard Copies or Prints	2.20
02/04/25	Standard Copies or Prints	111.90
02/04/25	Standard Copies or Prints	0.40
02/04/25	Standard Copies or Prints	3.80
02/05/25	Standard Copies or Prints	0.10
02/05/25	Standard Copies or Prints	1.70
02/05/25	Standard Copies or Prints	405.60
02/05/25	Standard Copies or Prints	8.60
02/05/25	Standard Copies or Prints	3.30
02/05/25	Standard Copies or Prints	113.80
02/05/25	Standard Copies or Prints	12.50
02/05/25	Standard Copies or Prints	23.20
02/06/25	Standard Copies or Prints	26.00

Legal Services for the Period Ending February 28, 2025

Invoice Number:

1050116092

JOANN Inc.

Matter Number:

58106-28

Expenses

02/06/25	Standard Copies or Prints	673.60
02/06/25	Standard Copies or Prints	2.00
02/06/25	Standard Copies or Prints	18.80
02/06/25	Standard Copies or Prints	10.40
02/06/25	Standard Copies or Prints	2.70
02/10/25	Standard Copies or Prints	9.50
02/11/25	Standard Copies or Prints	2.00
02/11/25	Standard Copies or Prints	4.00
02/11/25	Standard Copies or Prints	0.30
02/11/25	Standard Copies or Prints	24.20
02/11/25	Standard Copies or Prints	2.50
02/11/25	Standard Copies or Prints	0.10
02/12/25	Standard Copies or Prints	1.90
02/12/25	Standard Copies or Prints	67.60
02/12/25	Standard Copies or Prints	5.80
02/13/25	Standard Copies or Prints	0.90
02/13/25	Standard Copies or Prints	8.90
02/14/25	Standard Copies or Prints	0.20
02/18/25	Standard Copies or Prints	2.00
02/18/25	Standard Copies or Prints	51.00
02/18/25	Standard Copies or Prints	212.50
02/18/25	Standard Copies or Prints	10.60
02/19/25	Standard Copies or Prints	0.10
02/19/25	Standard Copies or Prints	0.50
02/19/25	Standard Copies or Prints	311.20
02/19/25	Standard Copies or Prints	9.70
02/20/25	Standard Copies or Prints	8.70
02/20/25	Standard Copies or Prints	12.50
02/20/25	Standard Copies or Prints	0.20
02/20/25	Standard Copies or Prints	3.10
02/20/25	Standard Copies or Prints	2.00
02/21/25	Standard Copies or Prints	301.20
02/21/25	Standard Copies or Prints	2.50
02/24/25	Standard Copies or Prints	15.10
02/25/25	Standard Copies or Prints	1.10
02/25/25	Standard Copies or Prints	2.20
02/25/25	Standard Copies or Prints	0.60

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number: 1050116092
Matter Number: 58106-28

Expenses

02/25/25	Standard Copies or Prints	2.90
02/25/25	Standard Copies or Prints	6.20
02/26/25	Standard Copies or Prints	4.90
02/26/25	Standard Copies or Prints	2.70
02/27/25	Standard Copies or Prints	3.70
02/27/25	Standard Copies or Prints	28.70
02/27/25	Standard Copies or Prints	9.70
	Total	2,725.80

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/25	Color Copies or Prints	19.25
01/16/25	Color Copies or Prints	0.55
01/16/25	Color Copies or Prints	44.55
01/16/25	Color Copies or Prints	30.80
01/17/25	Color Copies or Prints	67.65
01/29/25	Color Copies or Prints	19.25
01/30/25	Color Copies or Prints	88.00
01/30/25	Color Copies or Prints	8.25
01/30/25	Color Copies or Prints	48.40
02/04/25	Color Copies or Prints	23.10
02/04/25	Color Copies or Prints	28.60
02/05/25	Color Copies or Prints	8.80
02/05/25	Color Copies or Prints	1,211.65
02/05/25	Color Copies or Prints	1.65
02/05/25	Color Copies or Prints	51.15
02/06/25	Color Copies or Prints	44.00
02/06/25	Color Copies or Prints	10.45
02/06/25	Color Copies or Prints	732.05
02/06/25	Color Copies or Prints	5.50
02/11/25	Color Copies or Prints	8.25
02/11/25	Color Copies or Prints	15.95
02/11/25	Color Copies or Prints	1.10
02/12/25	Color Copies or Prints	13.20
02/18/25	Color Copies or Prints	171.05
02/18/25	Color Copies or Prints	49.50
02/18/25	Color Copies or Prints	38.50
02/18/25	Color Copies or Prints	5.50
02/19/25	Color Copies or Prints	3.30
02/19/25	Color Copies or Prints	48.40
02/19/25	Color Copies or Prints	41.80
02/19/25	Color Copies or Prints	283.80
02/20/25	Color Copies or Prints	38.50
02/20/25	Color Copies or Prints	0.55
02/20/25	Color Copies or Prints	3.85

Legal Services for the Period Ending February 28, 2025

Invoice Number:

1050116092

JOANN Inc.

Matter Number:

58106-28

Expenses

02/21/25	Color Copies or Prints	220.00
02/24/25	Color Copies or Prints	14.30
02/25/25	Color Copies or Prints	5.50
02/25/25	Color Copies or Prints	2.20
02/26/25	Color Copies or Prints	0.55
02/27/25	Color Copies or Prints	5.50
02/27/25	Color Copies or Prints	16.50
	Total	3,431.45

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Closing/Mini Books

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/20/25	Closing/Mini Books	12.00
	Total	12.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/05/25	Alex Ingoglia – Taxi to Hotel – 02/05/2025	56.05
02/06/25	Alex Ingoglia – Taxi to NY Office – 02/06/2025	57.97
02/06/25	Bill Arnault, P.C. – Taxi to NY Office – 02/06/2025	33.44
02/13/25	Katherine Chen – Taxi to Wilmington Hotel – 02/13/2025	14.12
02/14/25	Katherine Chen – Taxi in Wilmington – 02/14/2025	17.40
	Total	178.98

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/04/25	Bill Arnault, P.C. – Lodging in New York – 02/04/2025	750.00
02/05/25	Bill Arnault, P.C. – Lodging in New York – 02/05/2025	750.00
02/06/25	Alex Ingoglia – Lodging in New York – 02/04/2025 and 02/05/2025	1,152.22
02/06/25	Henry Caldwell – Lodging in New York – 02/06/2025	576.11
02/06/25	Henry Caldwell – Lodging in New York – 02/06/2025	576.11
02/07/25	Michael C. Whalen – Lodging in New York – 02/04/2025 and 02/05/2025	1,500.00
02/13/25	Katherine Chen – Lodging in Wilmington, DE – 02/13/2025	157.41
02/13/25	Kaitlan Donahue – Lodging in Wilmington, DE – 02/13/2025	165.39
02/13/25	Aparna Yenamandra, P.C. – Lodging in Wilmington, DE – 02/13/2025	658.90
02/13/25	Jeff Michalik – Lodging in Wilmington, DE – 02/13/2025	658.90
02/14/25	Alex Ingoglia – Lodging in Wilmington, DE – 02/14/2025	722.70
02/14/25	Brigit Crosbie – Lodging in Wilmington, DE – 02/14/2025	750.00
02/14/25	Lindsey Blumenthal – Lodging in Wilmington, DE – 02/14/2025	165.39
02/14/25	Michael C. Whalen – Lodging in Wilmington, DE – 02/14/2025	658.90
02/20/25	Alex Ingoglia – Lodging in New York – 02/18/2025 and 02/19/2025	1,152.22
02/20/25	Jeff Michalik – Lodging in New York – 02/20/2025	294.98
02/22/25	Jeff Michalik – Lodging in New York – 02/22/2025	260.54
	Total	10,949.77

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/02/25	Michael C. Whalen – Airfare (coach) from Chicago to New York – 02/02/2025	316.48
02/03/25	Alex Ingoglia – Agency fee related to travel to New York – 02/03/2025	21.00
02/03/25	Henry Caldwell – Agency fee related to travel to New York – 02/03/2025	21.00
02/03/25	Henry Caldwell – Airfare from Chicago (coach) to New York – 02/03/2025	586.81
02/06/25	Michael C. Whalen – Airfare (coach) from Chicago to New York – 02/06/2025	316.48
02/06/25	Bill Arnault, P.C. – Airfare (coach) from Chicago to New York – 02/06/2025	304.44
02/06/25	Bill Arnault, P.C. – Agency fee related to travel to New York – 02/06/2025	58.00
02/07/25	Alex Ingoglia – Airfare (coach) from New York to Chicago – 02/07/2025	966.56
02/11/25	Kaitlan Donahue – Airfare (coach) from Chicago to Philadelphia – 02/11/2025	882.37
02/11/25	Kaitlan Donahue – Agency fee related to travel to Philadelphia – 02/11/2025	58.00
02/11/25	Lindsey Blumenthal – Airfare (coach) from Chicago to Philadelphia – 02/11/2025	882.37
02/11/25	Lindsey Blumenthal – Agency fee related to travel to Philadelphia – 02/11/2025	58.00
02/11/25	Michael C. Whalen – Airfare (coach) from Chicago to Philadelphia – 02/11/2025	488.48
02/11/25	Michael C. Whalen – Airfare (coach) from Chicago to Philadelphia – 02/11/2025	488.48
02/11/25	Jeff Michalik – Airfare (coach) from Chicago to Philadelphia – 02/11/2025	882.37
02/12/25	Brigit Crosbie – Agency fee related to travel to Philadelphia – 02/12/2025	21.00
02/12/25	Brigit Crosbie – Airfare (coach) from Chicago to Philadelphia – 02/12/2025	920.03
02/12/25	Aparna Yenamandra, P.C. – Rail from New York to Wilmington, DE – 02/12/2025	103.30
02/12/25	Aparna Yenamandra, P.C. – Travel expenses related to rail travel to Wilmington, DE – 02/12/2025	97.20

Legal Services for the Period Ending February 28, 2025

Invoice Number:

1050116092

JOANN Inc.

Matter Number:

58106-28

Expenses

02/12/25	Katherine Chen – Agency fee related to travel to Philadelphia – 02/12/2025	21.00
02/13/25	Katherine Chen – Airfare (coach) from Chicago to Philadelphia – 02/13/2025	756.35
02/14/25	Alex Ingoglia – Agency fee related to travel to Chicago – 02/14/2025	21.00
02/14/25	Alex Ingoglia – Airfare (coach) from Philadelphia to Chicago – 02/14/2025	780.54
02/14/25	Katherine Chen – Airfare (coach) from Philadelphia to Chicago – 02/14/2025	390.27
02/18/25	Alex Ingoglia – Agency fee related to travel to New York – 02/18/2025	21.00
02/18/25	Alex Ingoglia – Airfare (coach) from Chicago to New York – 02/18/2025	613.53
02/19/25	Jeff Michalik – Agency fee related to travel from Chicago to New York – 02/19/2025	58.00
02/19/25	Jeff Michalik – Airfare (coach) from Chicago to New York – 02/19/2025	831.82
02/22/25	Jeff Michalik – Airfare (coach) from New York to Chicago – 02/22/2025	299.65
02/22/25	Jeff Michalik – Agency fee related to travel from New York to Chicago – 02/21/2025	58.00
	Total	11,323.53

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/04/25	Michael C. Whalen – Airport transportation – 02/04/2025	102.63
02/04/25	Henry Caldwell – Airport transportation – 02/04/2025	48.87
02/04/25	Henry Caldwell – Airport transportation – 02/04/2025	54.00
02/06/25	Michael C. Whalen – Airport transportation – 02/06/2025	124.22
02/06/25	Michael C. Whalen – Airport transportation – 02/06/2025	240.00
02/06/25	Bill Arnault, P.C. – Airport transportation – 02/06/2025	132.73
02/06/25	Bill Arnault, P.C. – Airport transportation – 02/06/2025	202.56
02/06/25	Henry Caldwell – Airport transportation – 02/06/2025	65.88
02/06/25	Henry Caldwell – Airport transportation – 02/06/2025	69.00
02/13/25	Brigit Crosbie – Airport transportation – 02/13/2025	66.87
02/13/25	Kaitlan Donahue – Airport transportation – 02/13/2025	65.11
02/13/25	Lindsey Blumenthal – Airport transportation – 02/13/2025	112.77
02/13/25	Lindsey Blumenthal – Airport transportation – 02/13/2025	73.32
02/13/25	Michael C. Whalen – Airport transportation – 02/13/2025	126.27
02/13/25	Katherine Chen – Airport transportation – 02/13/2025	46.33
02/13/25	Jeff Michalik – Airport transportation – 02/13/2025	77.08
02/14/25	Brigit Crosbie – Airport transportation – 02/14/2025	53.92
02/14/25	Kaitlan Donahue – Airport transportation – 02/14/2025	178.28
02/14/25	Lindsey Blumenthal – Airport transportation – 02/14/2025	136.47
02/14/25	Lindsey Blumenthal – Airport transportation – 02/14/2025	136.21
02/14/25	Michael C. Whalen – Airport transportation – 02/14/2025	240.00
02/14/25	Katherine Chen – Airport transportation – 02/14/2025	64.06
02/14/25	Katherine Chen – Airport transportation – 02/14/2025	62.29
02/14/25	Jeff Michalik – Airport transportation – 02/14/2025	95.93
02/19/25	Alex Ingoglia – Airport transportation – 02/19/2025	49.60
02/19/25	Alex Ingoglia – Airport transportation – 02/19/2025	49.96
02/19/25	Aparna Yenamandra – Airport transportation – 02/19/2025	143.00
02/19/25	Jeff Michalik – Airport transportation – 02/19/2025	143.00
02/20/25	Jeff Michalik – Airport transportation – 02/20/2025	95.82
02/21/25	Alex Ingoglia – Airport transportation – 02/21/2025	47.97
02/21/25	Alex Ingoglia – Airport transportation – 02/21/2025	59.05
02/22/25	Jeff Michalik – Airport transportation – 02/22/2025	67.17
	Total	3,230.37

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/04/25	Michael C. Whalen – Travel Meals – 02/04/2025	65.00
02/04/25	Bill Arnault, P.C. – Travel Meals – 02/04/2025	65.00
02/04/25	Henry Caldwell – Travel Meals – 02/04/2025	28.41
02/04/25	Henry Caldwell – Travel Meals – 02/04/2025	65.00
02/05/25	Alex Ingoglia – Travel Meals – 02/05/2025	65.00
02/05/25	Michael C. Whalen – Travel Meals – 02/05/2025	20.83
02/05/25	Michael C. Whalen – Travel Meals – 02/05/2025	26.11
02/05/25	Bill Arnault, P.C. – Travel Meals – 02/05/2025	65.00
02/05/25	Henry Caldwell – Travel Meals – 02/05/2025	47.29
02/06/25	Bill Arnault, P.C. – Travel Meals – 02/06/2025	65.00
02/06/25	Henry Caldwell – Travel Meals – 02/06/2025	65.00
02/12/25	Aparna Yenamandra, P.C. – Travel Meals – 02/12/2025	31.90
02/13/25	Jeff Michalik – Travel Meals – 02/13/2025	24.20
02/13/25	Kaitlan Donahue – Travel Meals – 02/13/2025	12.79
02/13/25	Kaitlan Donahue – Travel Meals – 02/13/2025	23.44
02/13/25	Lindsey Blumenthal – Travel Meals – 02/13/2025	43.49
02/13/25	Michael C. Whalen – Travel Meals – 02/13/2025	65.00
02/14/25	Katherine Chen – Travel Meals – 02/14/2025	27.40
02/14/25	Jeff Michalik – Travel Meal with L. Blumenthal, K. Donahue – 02/14/2025	191.60
02/20/25	Alex Ingoglia – Travel Meals – 02/20/2025	65.00
02/20/25	Jeff Michalik – Travel Meals – 02/20/2025	41.47
	Total	1,103.93

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Other Travel Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/06/25	Alex Ingoglia – Airport Parking – 02/06/2025	74.00
02/14/25	Alex Ingoglia – Airport Parking – 02/14/2025	86.00
	Total	160.00

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/25	Veritext - Transcript Order	94.25
02/12/25	Digital Evidence Group - J. Dwyer Deposition	4,130.60
02/12/25	Digital Evidence Group	2,864.15
02/24/25	RELIABLE WILMINGTON - Sale hearing transcript	73.95
	Total	7,162.95

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/23/25	Miller Advertising Agency Inc - Publication of NOL Notice in the New York Times	11,827.53
02/19/25	Miller Advertising Agency Inc - Publication of Sale Notice in the New York Times	11,194.82
	Total	23,022.35

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Working Meals/K&E Only

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/18/25	Julia R. Foster – Working Meal with Christian Mancino – 01/18/25	76.17
	Total	76.17

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Working Meals/K&E and Others

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/21/25	James Ziemba – Auction Meal with Joe Sciametta (A&M), Nicholas Haughey (A&M), Eric Hensch (A&M), Michael Fitts (A&M), Andrew Glenn (Glenn Agre), Kevin Liang (Gibson Dunn), Ryan Kielty (Centerview Partners), Daniel Bendetson (Centerview Partners), Callan Heidkamp (Centerview Partners), Matt Current (Centerview Partners), Marjorie Crider (Morgan Lewis), Christopher Carter (Morgan Lewis), David Shim (Morgan Lewis), Robert Dehney (Morris, Nichols, Arsht & Tunnell), Jason Adams (Kelley Drye), Eric Wilson (Kelley Drye), Andres Barajas (Kelley Drye), Steve Reisman (Katten), James Ziemba, Aparna Yenamandra, Jeff Michalik, Lindsey Blumenthal, Olivia Acuna, Joshua Raphael, Devon N. Chenelle – 02/21/2025	1,212.91
	Total	1,212.91

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/25	FLIK - JOANN Inc. 01/15/2025	80.00
01/16/25	FLIK - JOANN Inc. 01/16/2025	80.00
01/17/25	FLIK - JOANN Inc. 01/17/2025	80.00
	Total	240.00

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/24/25	United States Copyright Office - Expedited Copy Services Request	536.00
01/31/25	Clarivate Analytics (Compumark) Inc - Saegis excluded charge.	3.20
	Total	539.20

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
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Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/31/25	RELX Inc DBA LexisNexis - Courtlink Usage for 01/2025 by Melinda Welch	28.62
01/31/25	RELX Inc DBA LexisNexis - Courtlink Usage for 01/2025 by Jim DiNatale	7.14
01/31/25	PROQUEST LLC - Proquest Usage for 01/2025	54.23
02/03/25	CHEMICAL ABSTRACTS SERVICE - STN Usage for 01/2025	352.72
	Total	442.71

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 1/15/2025	923.80
01/16/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 1/16/2025	133.34
01/17/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 1/17/2025	100.00
01/17/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 1/17/2025	200.00
01/17/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ingoglia, Alex on 1/17/2025	32.07
01/19/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Waldrep, Matthew on 1/19/2025	318.96
01/21/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ingoglia, Alex on 1/21/2025	364.15
01/21/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 1/21/2025	333.33
01/21/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Stratman, Nicholas on 1/21/2025	33.33
01/22/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caldwell, Henry on 1/22/2025	66.66
01/22/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 1/22/2025	247.59
01/22/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Anderson, Nicholas on 1/22/2025	33.33
01/23/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Klimowicz, Alec Joseph on 1/23/2025	100.00
01/23/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Mayer, Colleen on 1/23/2025	96.20
01/24/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Acuna, Olivia on 1/24/2025	65.44
01/24/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 1/24/2025	233.34
01/27/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ziemba, James on 1/27/2025	32.72

Legal Services for the Period Ending February 28, 2025
JOANN Inc.

Invoice Number:
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1050116092
58106-28

Expenses

01/28/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ziemba, James on 1/28/2025	33.20
01/28/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 1/28/2025	33.33
01/28/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 1/28/2025	66.66
01/29/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 1/29/2025	66.66
01/29/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 1/29/2025	33.33
01/30/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Zagoren, Daniel on 1/30/2025	414.65
01/30/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Waldrep, Matthew on 1/30/2025	133.34
01/31/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 1/31/2025	33.33
	Total	4,128.76

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/27/25	RELX Inc DBA LexisNexis - LexisNexis Research on 1/27/2025 by James Ziemba	323.28
01/28/25	RELX Inc DBA LexisNexis - LexisNexis Research on 1/28/2025 by Devon Chenelle	51.72
	Total	375.00

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/25	Matt Waldrep – Taxi – 01/15/2025	24.00
01/15/25	Nick Anderson – Taxi – 01/15/2025	96.79
01/15/25	Jeff Michalik – Taxi – 01/15/2025	36.40
01/15/25	Kelly Meyer – Taxi – 01/15/2025	34.40
01/15/25	Olivia Acuna – Taxi – 01/15/2025	18.64
01/15/25	Kaitlan Donahue – Taxi – 01/15/2025	9.59
01/15/25	Julia R. Foster – Taxi – 01/15/2025	13.92
01/15/25	Kaitlan Donahue – Taxi – 01/15/2025	7.39
01/15/25	Fredrica George – Taxi – 01/15/2025	37.20
01/16/25	Matt Waldrep – Taxi – 01/16/2025	41.17
01/23/25	Olivia Acuna – Taxi – 01/23/2025	20.58
01/30/25	Olivia Acuna – Taxi – 01/30/2025	27.98
01/30/25	Jeff Michalik – Taxi – 01/30/2025	53.43
01/30/25	Matt Waldrep – Taxi – 01/30/2025	37.39
02/03/25	Matt Waldrep – Taxi – 02/03/2025	41.26
02/04/25	Kelly Meyer – Taxi – 02/04/2025	26.09
02/07/25	Kelly Meyer – Taxi – 02/07/2025	28.69
02/11/25	Jeff Michalik – Taxi – 02/11/2025	53.99
02/11/25	Olivia Acuna – Taxi – 02/11/2025	27.92
02/21/25	James Ziemba – Taxi – 02/21/2025	19.74
02/22/25	James Ziemba – Taxi – 02/22/2025	17.76
02/22/25	James Ziemba – Taxi – 02/22/2025	14.20
	Total	688.53

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Overtime Meals - Non-Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/30/25	Ken Lee – Overtime Meal – 01/30/2025	39.05
02/04/25	Ken Lee – Overtime Meal – 02/04/2025	39.93
	Total	78.98

Legal Services for the Period Ending February 28, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050116092
 Matter Number: 58106-28

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/16/25	Jeff Michalik – Overtime Meal for J. Michalik, L. Blumenthal, K. Donahue, A. Klimowicz, M. Waldrep, K. Meyer, N. Stratman, N. Anderson – 01/16/2025	481.17
01/16/25	Olivia Acuna – Overtime Meal – 01/16/2025	30.91
01/22/25	Olivia Acuna – Overtime Meal – 01/22/2025	43.55
01/26/25	Olivia Acuna – Overtime Meal – 01/21/2025	52.50
01/28/25	Olivia Acuna – Overtime Meal – 01/28/2025	31.63
01/29/25	Olivia Acuna – Overtime Meal – 01/29/2025	43.55
02/02/25	Matt Waldrep – Overtime Meal – 01/30/2025	38.77
02/04/25	Kelly Meyer – Overtime Meal – 02/04/2025	43.32
02/09/25	Matt Waldrep – Overtime Meal – 02/6/2025	39.54
02/09/25	Kelly Meyer – Overtime Meal – 02/6/2025	52.32
02/16/25	Kelly Meyer – Overtime Meal – 02/13/2025	39.13
02/16/25	Alec Klimowicz – Overtime Meal – 02/11/2025	33.11
02/16/25	Kaitlan Donahue – Overtime Meal – 02/11/2025	33.10
02/16/25	Olivia Acuna – Overtime Meal – 02/11/2025	52.50
	Total	1,015.10

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Rental Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/24/25	Aquipt Holdings LLC - Rental Expenses	4,392.00
01/24/25	Aquipt Holdings LLC - Rental Expenses	195.14
01/24/25	Aquipt Holdings LLC - Rental Expenses	3,470.94
01/24/25	Aquipt Holdings LLC - Rental expenses	954.74
	Total	9,012.82

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/27/25	Federal Express - 771453683043	24.59
02/03/25	FEDERAL EXPRESS - 771663829140	23.62
	Total	48.21

Legal Services for the Period Ending February 28, 2025
JOANN Inc.
Expenses

Invoice Number: 1050116092
Matter Number: 58106-28

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/01/25	PACER Usage for 01/2025	15.80
01/01/25	PACER Usage for 01/2025	7.90
01/01/25	PACER Usage for 01/2025	0.70
	Total	24.40
TOTAL EXPENSES		\$ 81,287.92

March 2025

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 8, 2025

JOANN Inc.
5555 Darrow Road
Hudson, OH 44236

Attn: Ann Aber

Invoice Number: 1050117915

Client Matter: 58106-28

In the Matter of Expenses

For expenses incurred through March 31, 2025
(see attached Description of Expenses for detail)

\$ 76,522.75

Total expenses incurred

\$ 76,522.75

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050117915
 Matter Number: 58106-28

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	96.00
Standard Copies or Prints	34.60
Color Copies or Prints	19.80
Local Transportation	448.07
Travel Expense	8,286.15
Airfare	10,590.59
Transportation to/from airport	4,174.36
Travel Meals	979.68
Court Reporter Fee/Deposition	16,318.40
Filing Fees	785.00
Other Court Costs and Fees	12,272.47
Professional Fees	790.00
Outside Printing Services	1,169.10
Catering Expenses	7,953.20
Outside Retrieval Service	1,821.00
Computer Database Research	4,110.00
Westlaw Research	3,372.24
LexisNexis Research	1,778.58
Overtime Transportation	431.22
Overtime Meals - Attorney	207.58
Overnight Delivery - Hard	835.21
Computer Database Research - Soft	49.50
Total	\$ 76,522.75

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050117915
 Matter Number: 58106-28

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/07/25	Nick Stratman – Travel airplane WiFi – 02/07/2025	8.00
02/11/25	Nick Stratman – Travel airplane WiFi – 02/11/2025	8.00
02/12/25	Bill Arnault, P.C. – Travel airplane WiFi – 02/12/2025	8.00
02/18/25	Michael C. Whalen – Travel airplane WiFi – 02/18/2025	8.00
02/20/25	Michael C. Whalen – Travel airplane WiFi – 02/20/2025	8.00
02/25/25	Matt Waldrep – Travel airplane WiFi – 02/25/2025	8.00
02/25/25	Jeff Michalik – Travel airplane WiFi – 02/25/2025	8.00
02/25/25	Kelly Meyer – Travel airplane WiFi – 02/25/2025	8.00
02/26/25	Bill Arnault, P.C. – Travel airplane WiFi – 02/26/2025	8.00
02/26/25	Bill Arnault, P.C. – Travel airplane WiFi – 02/26/2025	8.00
03/12/25	Anup Sathy, P.C. – Travel airplane WiFi – 03/12/2025	8.00
03/14/25	Nick Stratman – Travel airplane WiFi – 03/14/2025	8.00
	Total	96.00

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Expenses

Invoice Number: 1050117915
Matter Number: 58106-28

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/03/25	Standard Copies or Prints	1.60
03/04/25	Standard Copies or Prints	8.40
03/04/25	Standard Copies or Prints	6.10
03/06/25	Standard Copies or Prints	3.10
03/10/25	Standard Copies or Prints	5.90
03/18/25	Standard Copies or Prints	7.80
03/19/25	Standard Copies or Prints	1.70
	Total	34.60

Legal Services for the Period Ending March 31, 2025
JOANN Inc.
Expenses

Invoice Number: 1050117915
Matter Number: 58106-28

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/03/25	Color Copies or Prints	0.55
03/04/25	Color Copies or Prints	5.50
03/04/25	Color Copies or Prints	1.10
03/12/25	Color Copies or Prints	12.65
	Total	19.80

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050117915
 Matter Number: 58106-28

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/25	James Ziemba – Taxi – 01/15/2025	22.94
01/16/25	Kelly Meyer – Taxi – 01/16/2025	41.69
02/13/25	Bill Arnault, P.C. – Taxi to Hotel – 02/13/2025	29.65
02/13/25	Bill Arnault, P.C. – Taxi to NY Office – 02/13/2025	30.89
02/13/25	Bill Arnault, P.C. – Taxi from NY Office to train station – 02/13/2025	60.53
02/13/25	Henry Caldwell – Taxi to NY Office – 02/13/2025	25.15
02/21/25	Lindsey Blumenthal – Taxi to Hotel – 02/21/2025	25.75
02/21/25	Devon N. Chenelle – Taxi – 02/21/2025	57.29
02/22/25	Devon N. Chenelle – Taxi – 02/22/2025	40.05
02/25/25	Lindsey Blumenthal – Taxi to Hotel – 02/25/2025	16.85
02/26/25	Olivia Acuna – Taxi from train station to hearing – 02/26/2025	12.92
02/26/25	Olivia Acuna – Taxi from train station to home – 02/26/2025	29.94
02/26/25	Olivia Acuna – Taxi to CS Office – 02/26/2025	18.75
02/26/25	Olivia Acuna – Taxi from train station to home – 02/26/2025	35.67
	Total	448.07

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050117915
 Matter Number: 58106-28

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/12/25	Bill Arnault, P.C. – Lodging in New York – 02/12/2025	700.00
02/13/25	Bill Arnault, P.C. – Lodging in Wilmington, DE – 02/13/2025	658.90
02/13/25	Henry Caldwell – Lodging in New York – 02/13/2025	343.28
02/14/25	Henry Caldwell – Lodging in Wilmington, DE – 02/14/2025	174.90
02/20/25	Michael C. Whalen – Lodging in New York 2 Night stay– 02/20/2025	1,400.00
02/21/25	Lindsey Blumenthal – Lodging in New York – 02/21/2025	700.00
02/22/25	Lindsey Blumenthal – Lodging in New York – 02/22/2025	700.00
02/25/25	Matt Waldrep – Lodging in Wilmington, DE – 02/25/2025	658.90
02/26/25	Matt Waldrep – Lodging in Wilmington, DE – 02/26/2025	658.90
02/26/25	Alex Ingoglia – Lodging in Wilmington, DE – 2/26/2025.	193.14
02/27/25	Michael C. Whalen – Lodging in Wilmington, DE – 02/27/2025	176.49
02/27/25	Michael C. Whalen – Lodging in Wilmington, DE – 02/27/2025	193.14
02/27/25	Lindsey Blumenthal – Lodging in Wilmington, DE – 02/27/2025	205.35
02/27/25	Lindsey Blumenthal – Lodging in Wilmington, DE – 02/27/2025	205.35
02/27/25	Kelly Meyer – Lodging in Wilmington, DE 2 nights – 02/27/2025	1,317.80
	Total	8,286.15

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050117915
 Matter Number: 58106-28

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/11/25	Henry Caldwell – Airfare (coach) from Chicago to New York – 02/11/2025	745.63
02/11/25	Henry Caldwell – Agency fee related to travel to New York – 02/11/2025	21.00
02/12/25	Bill Arnault, P.C. – Agency fee related to travel to New York – 02/12/2025	21.00
02/12/25	Bill Arnault, P.C. – Airfare (coach) from Chicago to New York – 02/12/2025	304.44
02/13/25	Bill Arnault, P.C. – Rail from New York to Wilmington, DE – 02/13/2025	370.00
02/13/25	Henry Caldwell – Rail from New York to Wilmington, DE – 02/13/2025	370.00
02/14/25	Bill Arnault, P.C. – Rail from Philadelphia, PA to Newark, NJ – 02/14/2025	301.00
02/17/25	Michael C. Whalen – Airfare (coach) from Chicago to New York – 02/17/2025	621.79
02/18/25	Lindsey Blumenthal – Agency fee related to travel to New York – 02/18/2025	58.00
02/19/25	Lindsey Blumenthal – Agency fee related to travel to Chicago – 02/19/2025	58.00
02/19/25	Lindsey Blumenthal – Airfare (coach) from Chicago to New York – 02/19/2025	608.89
02/22/25	Lindsey Blumenthal – Airfare (coach) from New York to Chicago – 02/22/2025	299.65
02/23/25	Michael C. Whalen – Airfare (coach) from Chicago to Philadelphia – 02/23/2025	976.97
02/23/25	Matt Waldrep – Airfare (coach) from Chicago to Philadelphia – 02/23/2025	882.37
02/23/25	Matt Waldrep – Agency fee related to travel to Wilmington, DE – 02/23/2025	58.00
02/24/25	Bill Arnault, P.C., – Airfare (coach) from Chicago to Philadelphia – 02/24/2025	882.37
02/24/25	Bill Arnault, P.C. – Agency fee related to travel to Philadelphia, PA – 02/24/2025	21.00
02/24/25	Lindsey Blumenthal – Airfare (coach) from Chicago to Philadelphia – 02/24/2025	882.37
02/24/25	Alex Ingoglia – Airfare (coach) from Chicago to Philadelphia – 2/26/2025.	780.54

Legal Services for the Period Ending March 31, 2025

Invoice Number:

1050117915

JOANN Inc.

Matter Number:

58106-28

Expenses

02/24/25	Alex Ingoglia – Agency fee related to travel to Wilmington, Delaware – 2/26/2025.	21.00
02/24/25	Kelly Meyer – Airfare (coach) from Chicago, IL to Philadelphia, PA – 02/24/2025	441.18
02/24/25	Kelly Meyer – Airfare (coach) from Chicago to Philadelphia – 02/24/2025	663.39
02/24/25	Kelly Meyer – Agency fee related to travel to Wilmington, DE – 02/24/2025	58.00
02/25/25	Aparna Yenamandra, P.C. – Agency fee related to travel to Wilmington, DE – 02/25/2025	58.00
02/25/25	Aparna Yenamandra, P.C. – Rail from Wilmington, DE to New York – 02/25/2025	347.00
02/25/25	Olivia Acuna – Rail from New York to Wilmington, DE – 02/25/2025	132.90
02/25/25	Olivia Acuna – Agency fee related to travel to Wilmington, DE – 02/25/2025	58.00
02/26/25	Aparna Yenamandra, P.C. – Rail from Wilmington, DE to New York – 02/26/2025	76.00
02/26/25	Aparna Yenamandra, P.C. – Rail from Wilmington, DE to New York – 02/26/2025	179.30
02/26/25	Olivia Acuna – Rail from Wilmington, DE to New York – 02/26/2025	292.80
	Total	10,590.59

Legal Services for the Period Ending March 31, 2025
 JOANN Inc.
 Expenses

Invoice Number: 1050117915
 Matter Number: 58106-28

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/12/25	Bill Arnault, P.C. – Airport transportation – 02/12/2025	177.18
02/12/25	Bill Arnault, P.C. – Airport transportation – 02/12/2025	111.39
02/12/25	Henry Caldwell – Airport transportation – 02/12/2025	56.21
02/12/25	Henry Caldwell – Airport transportation – 02/12/2025	69.00
02/13/25	Alex Ingoglia – Airport transportation – 02/13/2025	57.38
02/14/25	Bill Arnault, P.C. – Airport transportation – 02/14/2025	277.91
02/14/25	Bill Arnault, P.C. – Airport transportation – 02/14/2025	84.16
02/14/25	Henry Caldwell – Airport transportation – 02/14/2025	79.00
02/14/25	Henry Caldwell – Airport transportation – 02/14/2025	74.92
02/14/25	Alex Ingoglia – Airport transportation – 02/14/2025	56.79
02/18/25	Michael C. Whalen – Airport transportation – 02/18/2025	114.28
02/20/25	Michael C. Whalen – Airport transportation – 02/20/2025	240.00
02/20/25	Michael C. Whalen – Airport transportation – 02/20/2025	114.54
02/20/25	Lindsey Blumenthal – Airport transportation – 02/20/2025	86.42
02/20/25	Lindsey Blumenthal – Airport transportation – 02/20/2025	105.92
02/22/25	Lindsey Blumenthal – Airport transportation – 02/22/2025	142.16
02/22/25	Lindsey Blumenthal – Airport transportation – 02/22/2025	217.12
02/25/25	Michael C. Whalen – Airport transportation – 02/25/2025	166.94
02/25/25	Lindsey Blumenthal – Airport transportation – 02/25/2025	88.50
02/25/25	Jeff Michalik – Airport transportation – 02/25/2025	61.86
02/25/25	Kelly Meyer – Airport transportation – 02/25/2025	86.88
02/25/25	Alex Ingoglia – Airport transportation – 02/25/2025	51.17
02/26/25	Bill Arnault, P.C. – Airport transportation – 02/26/2025	129.65
02/26/25	Bill Arnault, P.C. – Airport transportation – 02/26/2025	131.00
02/26/25	Bill Arnault, P.C. – Airport transportation – 02/26/2025	130.81
02/26/25	Bill Arnault, P.C. – Airport transportation – 02/26/2025	140.66
02/26/25	Jeff Michalik – Airport transportation – 02/25/2025	89.94
02/26/25	Jeff Michalik – Airport transportation – 02/25/2025	143.00
02/26/25	Alex Ingoglia – Airport transportation – 02/26/2025	70.94
02/27/25	Michael C. Whalen – Airport transportation – 02/26/2025	240.00
02/27/25	Jeff Michalik – Airport transportation – 02/27/2025	88.70
02/27/25	Lindsey Blumenthal – Airport transportation – 02/27/2025	111.00
02/27/25	Kelly Meyer – Airport transportation – 02/27/2025	86.93

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03/12/25	Jeff Michalik – Airport transportation – 02/27/2025	292.00
	Total	4,174.36

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Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/12/25	Bill Arnault, P.C. – Travel Meals – 02/12/2025	58.44
02/12/25	Henry Caldwell – Travel Meals – 02/12/2025	22.71
02/13/25	Bill Arnault, P.C. – Travel Meals – 02/13/2025	10.00
02/13/25	Bill Arnault, P.C. – Travel Meals – 02/13/2025	65.15
02/13/25	Henry Caldwell – Travel Meals – 02/13/2025	25.61
02/13/25	Henry Caldwell – Travel Meals – 02/13/2025	65.00
02/14/25	Henry Caldwell – Travel Meals – 02/14/2025	50.00
02/14/25	Henry Caldwell – Travel Meals – 02/14/2025	9.13
02/19/25	Michael C. Whalen – Travel Meals – 02/19/2025	29.58
02/20/25	Michael C. Whalen – Travel Meals – 02/20/2025	65.00
02/20/25	Jeff Michalik – Travel Meals – 02/20/2025	41.47
02/25/25	Lindsey Blumenthal – Travel Meals – 02/25/2025	52.82
02/26/25	Bill Arnault, P.C. – Travel Meals – 02/26/2025	10.04
02/26/25	Lindsey Blumenthal – Travel Meal with J. Michalik – 2/26/2025	27.80
02/26/25	Lindsey Blumenthal – Travel Meal with K. Meyer, M. Waldrep – 2/26/2025	35.69
02/26/25	Jeff Michalik – Travel meal with M. Whalen, L. Blumenthal, M. Waldrep, K. Meyer – 02/26/2025	325.00
02/26/25	Alex Ingoglia – Travel Meals – 2/26/2025	46.00
02/26/25	Alex Ingoglia – Travel Meals – 2/26/2025	21.09
02/27/25	Kelly Meyer – Travel Meals – 02/27/2025	19.15
	Total	979.68

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Court Reporter Fee/Deposition

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/12/25	Digital Evidence Group - Jennifer Cann	2,098.40
02/12/25	Digital Evidence Group - Ryan Kielty	2,045.80
02/26/25	Lexitas - Court reporter appearance fee for JOANN auction.	7,465.75
02/26/25	Lexitas - Court reporter appearance fee for JOANN auction.	4,708.45
	Total	16,318.40

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Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/03/25	United States Copyright Office - efilings fees for record of Release of Security Interest	155.00
03/03/25	United States Copyright Office - efilings fees for record of Release of Security Interest	155.00
03/03/25	United States Copyright Office - efilings fees for record of Release of Security Interest	155.00
03/03/25	United States Copyright Office - efilings fees for record of Release of Security Interest	320.00
	Total	785.00

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Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/07/25	Miller Advertising Agency Inc - Publication of Bar Date Notice in the New York Times	12,272.47
	Total	12,272.47

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Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/26/25	Lexitas - Cancellation fee.	790.00
	Total	790.00

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Outside Printing Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/19/25	PARCELS INC - Cann, Kielty, Shonak, and Dwyer binders.	1,169.10
	Total	1,169.10

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Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/21/2025	2,000.00
02/01/25	FLIK - JOANN Inc.2/21/2025	196.60
02/01/25	FLIK - JOANN Inc.2/13/2025	300.00
02/01/25	FLIK - JOANN Inc.2/22/2025	720.00
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/7/2025	180.00
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/5/2025	192.00
02/01/25	FLIK - JOANN Inc.2/22/2025	960.00
02/01/25	FLIK - JOANN Inc.2/19/2025	160.00
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/6/2025	400.00
02/01/25	FLIK - JOANN Inc.2/21/2025	492.60
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/21/2025	720.00
02/01/25	FLIK - JOANN Inc.2/20/2025	250.00
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/7/2025	192.00
02/01/25	FLIK - JOANN Inc.2/22/2025	300.00
02/01/25	FLIK - JOANN Inc.2/21/2025	80.00
02/01/25	FLIK - JOANN Inc.2/22/2025	80.00
02/01/25	FLIK - JOANN Inc.2/19/2025	90.00
	Total	7,953.20

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Outside Retrieval Service

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/03/25	CSC - UCC filings	1,821.00
	Total	1,821.00

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Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Julia Foster	60.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by James Ziemba	585.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Joshua Raphael	133.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Lindsey Blum	26.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Alec Klimowicz	203.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Nick Anderson	230.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Christian Mancino	80.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Olivia Acuna	20.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Alec Klimowicz	20.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Nick Anderson	230.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Fredrica George	630.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by James Ziemba	195.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Kaitlan Donahue	214.00
02/11/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 01/2025 by Devon Chenelle	271.00
03/12/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2025 by James Ziemba	605.00
03/12/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2025 by Devon Chenelle	138.00
03/12/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2025 by Fredrica George	101.00
03/12/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2025 by Nick Anderson	160.00
03/12/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2025 by Lindsey Blum	29.00

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03/12/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2025 by Alec Klimowicz	5.00
03/12/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2025 by Kaitlan Donahue	23.00
03/12/25	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2025 by Joshua Raphael	152.00
	Total	4,110.00

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Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/03/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Raphael, Joshua on 2/3/2025	114.42
02/03/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Anderson, Nicholas on 2/3/2025	28.77
02/03/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 2/3/2025	144.76
02/04/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 2/4/2025	28.77
02/04/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Betts, Ian on 2/4/2025	86.29
02/05/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Prather, Armando on 2/5/2025	86.29
02/05/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Klimowicz, Alec Joseph on 2/5/2025	29.71
02/05/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/5/2025	28.77
02/05/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 2/5/2025	29.71
02/06/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/6/2025	57.53
02/06/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Truedson, Matthew on 2/6/2025	48.55
02/07/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/7/2025	589.94
02/08/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/8/2025	28.77
02/10/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Raphael, Joshua on 2/10/2025	28.33
02/11/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Betts, Ian on 2/11/2025	143.82
02/11/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/11/2025	28.77
02/11/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Anderson, Nicholas on 2/11/2025	115.06
02/12/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Betts, Ian on 2/12/2025	115.06

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02/13/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Anderson, Nicholas on 2/13/2025	28.77
02/15/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Klimowicz, Alec Joseph on 2/15/2025	28.77
02/16/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Anderson, Nicholas on 2/16/2025	172.59
02/16/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Klimowicz, Alec Joseph on 2/16/2025	255.37
02/17/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/17/2025	201.34
02/17/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Klimowicz, Alec Joseph on 2/17/2025	28.77
02/18/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/18/2025	86.29
02/19/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/19/2025	57.54
02/20/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Betts, Ian on 2/20/2025	143.82
02/21/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Betts, Ian on 2/21/2025	230.11
02/22/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/22/2025	258.88
02/24/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/24/2025	86.29
02/25/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Chenelle, Devon on 2/25/2025	31.61
02/25/25	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Donahue, Kaitlan on 2/25/2025	28.77
	Total	3,372.24

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LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/03/25	RELX Inc DBA LexisNexis - LexisNexis Research on 2/3/2025 by Devon Chenelle	317.87
02/04/25	RELX Inc DBA LexisNexis - LexisNexis Research on 2/4/2025 by Joshua Raphael	103.43
02/16/25	RELX Inc DBA LexisNexis - LexisNexis Research on 2/16/2025 by Kelly Meyer	1,328.43
02/25/25	RELX Inc DBA LexisNexis - LexisNexis Research on 2/25/2025 by Joshua Raphael	28.85
	Total	1,778.58

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Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/15/25	Nick Stratman – Taxi – office to home 01/15/2025	32.52
01/16/25	Nick Stratman – Taxi – office to home 01/16/2025	28.63
01/23/25	Nick Stratman – Taxi – office to home 01/23/2025	33.70
01/30/25	Nick Stratman – Taxi – office to home 01/30/2025	35.36
02/20/25	Olivia Acuna – Taxi – office to home 02/20/2025	20.04
02/21/25	Olivia Acuna – Taxi – office to home 02/21/2025	18.60
02/22/25	Olivia Acuna – Taxi – office to home 02/22/2025	26.93
02/22/25	Olivia Acuna – Taxi – office to home 02/22/2025	134.34
03/03/25	Olivia Acuna – Taxi – office to home 03/03/2025	11.55
03/05/25	Olivia Acuna – Taxi – office to home 03/05/2025	30.04
03/11/25	Alec Klimowicz – Taxi – office to home 03/11/25	27.99
03/20/25	Kelly Meyer – Taxi – office to home 03/20/25	31.52
	Total	431.22

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Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/23/25	Olivia Acuna – Overtime meal – 02/20/2025	50.60
02/25/25	Olivia Acuna – Overtime meal – 02/25/2025	30.95
03/02/25	Olivia Acuna – Overtime meal – 02/27/2025	51.71
03/18/25	Olivia Acuna – Overtime meal – 03/18/2025	23.36
03/23/25	Kelly Meyer – Overtime meal – 03/20/2025	50.96
	Total	207.58

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Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	25.25
03/24/25	FEDERAL EXPRESS	48.52
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	28.01
03/24/25	FEDERAL EXPRESS	48.52
03/24/25	FEDERAL EXPRESS	48.52
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	48.52
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	48.52
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/24/25	FEDERAL EXPRESS	20.32
03/31/25	FEDERAL EXPRESS	48.52
03/31/25	FEDERAL EXPRESS	23.47
03/31/25	FEDERAL EXPRESS	20.32
03/31/25	FEDERAL EXPRESS	20.32
03/31/25	FEDERAL EXPRESS	20.32
	Total	835.21

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Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/01/25	PACER Usage for 02/2025	0.10
02/01/25	PACER Usage for 02/2025	8.80
02/01/25	PACER Usage for 02/2025	36.60
02/01/25	PACER Usage for 02/2025	4.00
	Total	49.50
TOTAL EXPENSES		\$ 76,522.75